CONSTITUTION

OF THE

CAPRICORN CONSERVATION COUNCIL INC

Capricorn Conservation Council

We respectfully acknowledge the Traditional Owners of the land and waters which we conserve and protect, the Darumbal Country and the Woppaburra Country. We pay respect to the Elders, past, present, and emerging, for they hold the memories, the culture, and the dreams of the Aboriginal and Torres Strait Islander People.

12 July 2022
Supersedes 10 November 1996
Supersedes October 1988

CONSTITUTION OF
THE CAPRICORN CONSERVATION COUNCIL INC.

NAME & DEFINITIONS

RULE 1

a) Name

The name of the Incorporated Association shall be the

CAPRICORN CONSERVATION COUNCIL INC.

(hereinafter referred to as "the Association")

b) Definitions

i) Written – includes email, electronic/online communications and forms.

ii) Signatures – includes commonly accepted forms of electronic signatures and approvals.

OBJECTS

RULE 2

The objects for which the Association is established are:

a) To bring together all bodies and persons interested in the protection, conservation and enhancement of the environment, especially in the Central Queensland region extending approximately from Port Alma in the south to Carmila in the north, and the coastal waters and islands within the Great Barrier Reef Marine Park in the east to Boulia in the west.

b) To make every effort to ensure that the land, waters and atmosphere of the region are not misused.

c) To seek ecologically sustainable use of natural resources in order to preserve biodiversity and the integrity of natural ecosystems on a local and regional basis.

d) To foster concern and to promote action for the preservation of places and properties of natural value.

e) To carry out and promote research into aspects of the environment within the Central Queensland region.

f) To promote public awareness and education on environmental matters directly or through dissemination of information.

g) To assist any person, member, government, university, educational institution, or private organisation in obtaining and disseminating information about the environment and the conservation of the natural environment and places of heritage value.

h) To provide facilities for and to encourage members and other persons to provide facilities for the collection, evaluation, dissemination and interchange of information

and other materials relating to conservation.

i) To maintain the Capricorn Conservation Council Inc Public Donation Fund (hereafter referred to as the Fund) for the specific purpose of supporting its environmental objects, specifically
a the protection and enhancement of the natural environment (which includes all aspects of the natural surroundings of humans, whether affecting them as individuals or in social groups) or of a significant aspect of the natural environment; or
b a purpose relating to the dissemination of information, the provision of education, or the carrying on of research, about the natural
environment or about a significant aspect of the environment.

The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account, and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

POWERS

RULE 3

The powers of the Association are:-

a) To control the funds and other assets and the liabilities of the incorporated Association known as the "Capricorn Conservation Council Inc.";

b) To subscribe to, become a member of, and cooperate with, any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 33.

c) In furtherance of the objects of the Association, to buy, sell and deal in all kinds of articles, commodities and provisions, for the members of the Association or other persons involved in actions which further the objects of the Association;

d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association, but in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with
the same in such manner as is allowed by law having regard to such trusts;

e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association and to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to

obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

f) Subject to any relevant legal obligations, to appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the Association;

g) To remunerate any person or body corporate for the services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;

h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

n) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's

property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the exception in paragraph d) of this Rule;

q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

r) In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 33;

s) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorised to amalgamate;

t) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;

u) To make donations for patriotic, charitable or community purposes;

v) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERSHIP

RULE 4

a) The members of the Association shall consist of any of the following classes of members:-
I. Individual Members being natural persons;

II. Member bodies being incorporated or unincorporated associations or companies limited by guarantee, which include in their objects, and act for, the protection, conservation or enhancement of the environment or of a significant aspect of the environment;

III. Student/Pensioner/Unemployed Members being persons able to show proof of the status claimed; and

IV. Honorary Life Members, bestowed such status by the Management Committee.

The number of members in each class shall be unlimited.

MEMBERSHIP FEES

RULE 5

a) The membership fees for each class of membership shall be such sum as the members shall, from time to time at any general meeting, determine.

b) The membership fees for each class of membership shall be become due on the First Day of April each year and in such manner as the Management Committee shall from time to time determine.

c) The Association may, at the Annual General Meeting or at a Special General Meeting called for the purpose, vote an additional loading or levy upon such subscriptions, but such loading or levy shall apply for that current financial year only.

ADMISSION AND REJECTION OF MEMBERS

RULE 6

a) Application for membership (hereinafter termed "application") shall be open to any person or body who agrees to uphold and pursue the objects of the Association.

b) Application shall be in writing and in such form and shall contain such particulars as the Management Committee of the Association may from time to time prescribe, signed by the applicant, and shall be accompanied by the applicant's annual subscription.

c) Groups or organisations seeking admission as Member Bodies shall be required to produce their objects which are relevant to conservation and the environment, evidence of membership Rules, and such other matters as the Association may deem necessary.

d) At the next meeting of the Management Committee after the receipt of any application and the fee payable for any class of membership, such application shall be considered by the Management Committee, who shall determine the admission or rejection of the applicant.

e) Any applicant who receives a majority of the votes of the Management Committee at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

f) Upon the acceptance or rejection of an application the Secretary shall forthwith give to the applicant a notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

RULE 7

a) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time when such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

I. If a member - is convicted of an indictable offence; or

II. fails to comply with any of the provisions of these Rules; or

III. conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or

IV. fails to remit the annual subscription for continuation of membership within three (3) months from the due date for renewal; or

V. carries out activities inconsistent with the objects of the Association; the Management Committee shall consider whether the member's membership shall be terminated.

b) The member subject to termination shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP RULE 8

a) A person or association whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.

b) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, a General Meeting to determine the appeal.

c) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting their case.

d) The appeal shall be determined by the vote of the members present at such meeting.

e) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the

amount of any fee paid.

I. conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or

II. fails to remit the annual subscription for continuation of membership within two months from the due date for renewal; or

III. carries out activities inconsistent with the objects of the Association; the Management Committee shall consider whether the member's membership shall be terminated.

c) The member subject to termination shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

REGISTER OF MEMBERS

RULE 9

a) The Secretary shall cause to be kept, a Register of Members in which shall be entered their names, addresses, and dates of admission of all persons admitted to membership of the Association.

b) Particulars shall also be entered of resignations, terminations and reinstatements of membership and any further particulars the Management Committee or the members at any Annual or General Meeting may require from time to time.

c) The Register of Members shall be open for inspection at all reasonable times by any financial member who previously applied to the Secretary for such inspection. It shall be the duty of all members to notify the Secretary of any change of address.

SECRETARY

RULE 10

a) If the Association has not elected a Secretary, or if a vacancy happens in the office of Secretary, the members of the Management Committee shall appoint or elect a Secretary within one (1) month of the vacancy occurring.

b) The Secretary shall be an adult person residing in the State who is-
I. a member of the Association elected by the Association as Secretary; or

II. a member of the Association's Management Committee appointed by the Committee as Secretary.

c) The Management Committee may appoint and remove the Secretary at any time.

MEMBERSHIP OF MANAGEMENT COMMITTEE

RULE 11

a) The Management Committee of the Association shall consist of a President, a Secretary, a Treasurer and not more than six (6) ordinary committee members, all of whom shall be members of the Association or a delegate of a Member Body of the Association..

b) At the Annual General Meeting of the Association, all the members of the Management Committee shall retire but shall be eligible upon nomination for re-election.

c) The election of officers and other members of the Management Committee shall take place in the following manner:

I. any two (2) members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

II. written nominations for positions on the Management Committee , signed by two (2) members of the Association, shall be lodged with the Secretary prior to the commencement of an Annual General Meeting;

III. should, at the commencement of the Meeting, there be an insufficient number of candidates nominated, nominations may be taken on the floor of the meeting;

IV. balloting lists shall be prepared if necessary, containing the names of candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

V. voting shall be in accordance with Rule 22 of these Rules.

RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS RULE 12

a) Any member of the Management Committee may resign at any time from membership of the Management Committee by notice in writing to the Secretary but such resignation shall only take effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on that later date.

b) The question of removal of any member of the Management Committee shall be determined at a General Meeting of the Association by majority vote in accordance with Rule 22

c) There is no right of appeal against a member's removal from the Management Committee.

VACANCIES ON THE MANAGEMENT COMMITTEE

RULE 12

d) The Management Committee shall have power to appoint members to fill casual vacancies in any office on the Management Committee. Such members so appointed may hold office until the next Annual General Meeting.

e) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

RULE 13

a) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Management Committee -

I. shall have the general control and management of the administration of the affairs, property and funds of the Association; and

II. shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

b) The Management Committee may exercise all the powers of the Association -

I. to borrow, raise, or secure the payment of money in such manner as the members of the Association may think fit and secure the same for the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and

II. to invest in such manner as the members of the Association may from time to time determine.

MEETINGS OF THE MANAGEMENT COMMITTEE

RULE 14

a) The Management Committee shall meet at least once every two (2) months

to exercise it's functions.

b) The Management Committee must decide how a meeting is to be called.

c) Notice of a meeting is to be given in a way determined by the Management Committee.

d) A special meeting of the Management Committee shall be convened by the Secretary (or person acting in that capacity) on the requisition in writing of not less than one third of the members of the Management Committee. The requisition shall clearly state why such special meeting is being convened and the nature of the business to be transacted thereat. Such meeting shall be convened within fourteen (14) days of the receipt of the requisition.

e) At all meetings of the Management Committee, a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.

f) Subject as previously provided in this Rule, the management Committee may meet together and regulate its proceedings as it thinks fit.

g) Questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

h) At all meetings of the Management Committee, the President shall be the Chairperson. In the event of the President being absent, a Chairperson may be elected by the members.

i) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

j) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Management Committee, shall lapse.

k) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

SUB-COMMITTEES

RULE 15
a) The Management Committee may delegate powers to a sub-committee consisting of such members and supporters of the Association as the Management Committee thinks fit.

b) Any sub-committee so formed shall, in the exercise of the powers so delegated,

conform to any regulations that may be imposed on it by the Management Committee.

c) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be Chairperson of the meeting.

d) A sub-committee may meet and adjourn as it thinks proper.

Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

VALIDITY OF ACTS AND RESOLUTIONS

RULE 16

a) All acts done by any meeting of the Management Committee or by a sub committee, or by any person acting as a member of the Management Committee shall, not withstanding that it is afterwards discovered that there was some defect in the Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

b) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

c) Any such resolution may consist of several documents in like form, signed by one (1) or more members of the Management Committee.

ANNUAL GENERAL MEETINGS

RULE 17

a) The Annual General Meeting shall be held within three (3) months of the close of the financial year.

b) The business to be transacted at every Annual General Meeting shall include:

I. the receiving of the statement of income and expenditure, assets and liabilities, and mortgages, charges and securities affecting the property of the Association for the last financial year;
II. the receiving of the Auditor's report on the financial affairs of the Association for the last financial year;

III. the presentation of the audited statement to the meeting for adoption;

IV. the election of members of the Management Committee; and V. the

appointment of an Auditor.

SPECIAL GENERAL MEETINGS

RULE 18

a) The Secretary shall convene a Special General Meeting:

I. when directed to do so by the Management Committee; or

II. upon being given a requisition in writing signed by not less than one third of the members of the Management Committee, or not less than the number of ordinary members of the Association
which equals double the number of members presently on the Management Committee plus one (1); or

III. upon being given notice in writing to appeal against a decision of the Association to reject an application for membership, or to terminate a membership.

b) A requisition in Rule 18 a) II shall clearly state the reasons why such a special meeting is being convened and the nature of the business.

NOTICE OF GENERAL MEETING

RULE 19.

a) General Meetings shall be held at least half yearly.

b) The Secretary shall convene all General Meetings of the Association by giving not less than 14 days notice of such meetings to the members of the Association.

c) The manner by which such notice shall be given shall be determined by the Management Committee.

d) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

e) Notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Management Committee, shall be given in writing.

GENERAL MEETING QUORUM AND ADJOURNMENT

RULE 20
a) At all General Meetings the number of members required to constitute a quorum shall be the number of members presently on the Management Committee plus one (1).

b) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

For the purposes of this Rule, "member" includes a person attending as a proxy or

representing a member body.

c) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse.

d) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

e) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

g) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

CONDUCT OF GENERAL MEETINGS

RULE 21

a) Unless otherwise provided by these Rules, at every general meeting:

I. the President shall be Chairperson or, if there is no President or if the President is not present within 15 minutes after the time
appointed for the holding of the meeting or is unwilling to act, then the members shall elect one of their number to be the Chairperson of the meeting;

II. the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

III. all members have a right to be present and to take part in debate subject to the control of the chairperson, and the usual Rules for meeting conduct;
IV. observers shall be allowed at the discretion of the Chairperson or of the Management Committee; and

V. every question, matter, or resolution shall be decided by a majority of votes of the members present in accordance with Rule 22.

VOTING

RULE 22

a) Unless otherwise provided by these Rules, at each Annual General, Special General and General Meeting:

I. each financial individual, student, pensioner, or unemployed member and

honorary life member shall be entitled to one vote;

II. each financial member body shall be entitled to up to two votes through delegates appointed by the member body for the purpose;

III. voting shall be by show of hands or a division of members unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot;

b) the Chairperson shall appoint 2 members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded. Members may vote in person, or by proxy, or by Attorney.

c) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer, or attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

d) A proxy may only be held by a member of the Association.

e) The instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a secret ballot.

f) Where it is desired to afford all members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

CAPRICORN CONSERVATION COUNCIL INC.

I/We* ..... of .....

being a member of the above named Council hereby appoint

..... of ..... as

my/our proxy to vote for me/us on my/our behalf at the Annual General

Meeting/Special General Meeting/General Meeting* of the Council, to be held

on the ..... day of ..... 20..... , and at any

adjournment thereof.

Signed this ..... day of .....20.....

.....

(SIGNATURE)

This form is to be used *in favour of* / *against* the resolution on:

g) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

h) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such revocation as aforesaid has been received by the Association before the commencement of the meeting or adjourned meeting at which the instrument is used.

MINUTES OF MEETINGS

RULE 23

a) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be recorded and maintained for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

b) For the purposes of ensuring the accuracy of the recording of such minutes; the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.

c) Similarly, the minutes of every General Meeting shall be signed by the Chairperson of that meeting or the chairman of the next succeeding General Meeting.

d) The minutes of any Annual General Meeting shall be signed by the Chairperson of the next succeeding General Meeting or Annual General Meeting.

BY-LAWS & POLICIES

RULE 24

a) The Management Committee may make by-laws and policies consistent with these Rules as it considers necessary for the proper and effective management of the Association and may alter or repeal any such by laws and policies and any by-law and policies may be set aside by a General Meeting of members.

COMMON SEAL

RULE 25

a) The Association will no longer have a Common Seal. All instruments where a Common Seal would have been affixed in the past shall be signed by a member of the Management Committee and shall be countersigned by the Secretary, or by some other person appointed by the Management Committee for the purpose.

FINANCE

RULE 26

a) The financial year of the Association shall close on 31st March in each year.

b) The Management Committee shall keep or cause to be kept, proper accounts of the income and expenditure of the Association in English showing correctly the financial affairs of the Association and the particulars usually shown in books (which may be electronic) of a like nature.

c) The funds of the Association shall be banked in the name of the Association in a financial institution as decided by the Management Committee from time to time.

d) All monies shall be deposited as soon as practical after receipt.

e) All payments of accounts shall be authorised by any two (2) of a panel of persons appointed and authorised by the Management Committee from time to time.

f) Credit or debit cards may be assigned to members of the Management Committee and/or employees as authorised by the Management Committee. Credit limits and spending delegations will be applied to credit/debit

cards as decided by the Management Committee from time to time..

g) The Management Committee shall determine the amount of petty cash that shall be kept on the imprest system.

h) All expenditures shall be approved or ratified at a Management Committee Meeting unless specified in policies and procedures as determined by the management committee.

i) As soon as practicable after the end of the financial year, the Treasurer shall cause to be prepared a statement containing particulars of:

I. the income and expenditure for the financial year just ended, and

II. the assets and liabilities and of all mortgages, charges, and securities affecting the property of the Association at the close of that year.

j) All such statements shall be examined by the Auditor who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting following the financial year in respect of which such audit was made.

k) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein.

PAYMENT OF EMPLOYEES

RULE 27

a) On the recommendation of the Management Committee, the Association may authorise the payment of remuneration for the services of the Secretary and the Treasurer or such other administrative officers as it may be authorised to appoint, at a rate of remuneration approved by the Association.

b) Subject to the approval of the Association and at such rate of remuneration as the Association may approve the Management Committee may employ such other staff as it deems necessary for the conduct of the business of the Association.

PATRONS

RULE 28

a) The Association may appoint to be patrons of the Association such persons as it deems fit.

PUBLIC STATEMENTS

RULE 29

a) Public statements on behalf of and in the name of the Association shall be made only by a person or persons authorised by the Association or the Management Committee on its behalf. Such authorisations shall be limited or general as decided by the Association or Management Committee.

ALTERATION OF RULES

RULE 30

a) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried by a three quarter majority at a general meeting of the Association.

b) However an amendment, repeal or addition is valid only if it is registered by the chief executive as delegated under the relevant legislation.

PUBLIC DONATIONS FUND

RULE 31

a) Members of the public are to be invited to make gifts of money or property to the Fund for the specific environmental purposes of the Association's Public Donations Fund

b) The Fund's separate bank account is used to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.

c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

d) The Fund will be operated on a not-for-profit basis.

e) The income and property of the Fund shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.

f) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

g) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Fund and not be influenced by the preference of the donor.

h) An Administrative Committee of no fewer than three persons will administer the Fund. The committee will be appointed by the Association's Management Committee. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations. The Administrative Committee will include at least one (1) member of the Association's Management Committee and may include persons who are not members of the Association.

i) The administrative committee of the Fund will meet at such times as is necessary for the purpose of carrying out the administration of the gift fund in accordance with this Rule and such other rules for the

administration of the Fund as are passed by the Management Committee pursuant to Clause k) of this Rule.

j) Statistical information requested by the Department on donations to the Fund will be provided within four months of the end of the financial year. An audited financial statement for the Association and its Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.

k) The Management Committee of the Association shall determine such other rules as are necessary for the establishment and administration of the Fund, such rules being consistent with this Rule.

l) The Association must inform the Department responsible for the environment as soon as possible if:

- it changes its name or the name of its public fund;

or

- there is any change to the membership of the Administrative Committee of the public fund;

or

- there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations

m) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations

DOCUMENTS

RULE 32

a) The Management Committee shall provide for the safe custody of books, documents, instruments of title, and securities of the Association.

DISTRIBUTION OF SURPLUS ASSETS

RULE 33

a) If the Association is wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all it's debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions -

I. having objects similar to the objects of the Association; and

II. which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under, or by virtue of, Rule 26;

III. save that any assets of any Public Donation Fund shall be disposed of in accordance with Rule 31 p).

b) Such institution or institutions shall be determined by the members of the Association.

c) “Surplus assets” has the meaning given in s92(3) of the Associations Incorporation Act 1981.