

CONSTITUTION

OATLEY FLORA AND FAUNA CONSERVATION SOCIETY INCORPORATED

1. NAME

The name of the Association shall be Oatley Flora and Fauna Conservation Society Incorporated (referred to in these rules as 'the Society').

2. MISSION AND OBJECTS

a) The mission of the Society is:

"Working to protect, conserve and enhance the natural environment locally and globally".

b) The objects of the Society shall be:

i. to stimulate interest in Australian flora and fauna;

ii. to act to protect and foster an interest in the natural environment, particularly at the local level;

iii. to foster an understanding of the need to conserve the natural environment and resources; and

iv. to cooperate with other groups to achieve these objectives at local, state, national and international level.

3. MEMBERSHIP

a) Subject to these rules the members of the Society shall be those the Committee admits to membership.

b) Membership is open to all individuals who accept the objects and rules of the Society.

c) Individuals wishing to become members of the Society shall apply to the Committee for membership.

d) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.

e) Members shall pay such fees as are determined by the Society at a general meeting.

f) A register of members shall be kept by the Society showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

g) Membership shall cease upon resignation, death, expulsion, or failure to pay outstanding membership fees within six months of the due date.

h) Membership fees shall fall due on the first day of the financial year of the Society. The financial year of the Society shall run from January 1 to December 31 or such other period as is determined by the Committee.

4. MEMBERS' LIABILITY

The members of the Society shall have no liability to contribute towards the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS AND RESOLVING INTERNAL DISPUTES

The procedures for disciplining members and resolving internal disputes shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Society.

6. MANAGEMENT - BY COMMITTEE

- a) The Society shall have its affairs controlled and managed by the office bearers and other members known as the Committee.
- b) The office bearers shall be the President, two Vice-Presidents, Secretary and Treasurer. There shall be up to ten other members of the Committee.
- c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring and resigning Committee members are eligible for re-election. There is no limit on the number of consecutive terms of office-bearers.
- f) The Committee shall meet as often as necessary to conduct the business of the Society and not less than three times per year.
- g) The quorum for meetings of the Committee shall be one half of the number of eligible Committee members.
- h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- i) A member of the Committee shall cease to hold office upon:
 - i. death;
 - ii. ceasing to be a member of the Society;
 - iii. insolvency under administration;
 - iv. resignation in writing;
 - v. removal from office by resolution of a general meeting of the Society;
 - vi. mental incapacity;
 - vii. absence from three successive Committee meetings without approval by the Committee;
 - viii. conviction of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - ix. prohibition from being a director of a company under the relevant Commonwealth legislation.
- j) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- k) Questions arising at any meetings of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

l) **If** within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.

m) Additional meetings of the Committee may be convened by the President or any two members of the Committee.

7. GENERAL MEETINGS

a) An Annual General Meeting of the Society shall be held each year within six months from the end of the financial year of the Society.

b) The Committee may, whenever it thinks fit, convene a special general meeting of the Society. A special general meeting must be convened by the Committee within three months of receiving a written request to do so from at least five percent of the membership of the Society.

c) At least 14 days notice of all general meetings and notices of motion shall be given to members. In the case of general meetings, where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.

d) In the case of the Annual General Meeting, the following business shall be transacted:

i. confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;

ii. receipt of the Committee's report upon the activities of the Society in the last financial year;

iii. election of office bearers and other members of the Committee;

iv. receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view of the last financial year of the Society's:

- income and expenditure;

- assets and liabilities;

- mortgages, charges and other securities; and

- trust properties.

e) The quorum for the general meeting shall be twenty members present in person. **If** within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.

f) Voting at general meetings shall be by a show of hands unless a secret ballot is called for by resolution. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarters majority is required.

g) All votes shall be given personally and there shall be no voting by proxy.

h) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

i) Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Society at a general meeting.

j) Written notice of all general meetings shall be given to members either personally or by post.

8. OFFICE BEARERS

a) The President or in the President's absence, one of the Vice-Presidents, shall act as chairperson at each general meeting and Committee meeting of the Society.

- b) If the President and two Vice-Presidents are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall ensure that records of the business of the Society including the Constitution, register of members, minutes of all general and Committee meetings and a file of correspondence are kept and shall be held in the custody of the Secretary. These records shall be available for inspection by any member at a mutually agreed time unless the Committee refuses this in certain circumstances.
- d) The Treasurer shall ensure that all money received by the Society is paid into an account in the Society's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Committee or by electronic means with two signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Society and shall be held in the custody of the Treasurer. These records shall be available for inspection by any member at a mutually agreed time unless the Committee refuses this in certain circumstances.

9. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a special general meeting of the Society to effect the following changes:
 - i. a change of the Society's name;
 - ii. a change of the Society's Constitution;
 - iii. a change of the Society's objects;
 - iv. an amalgamation with another Incorporated Association;
 - v. to voluntarily wind up the Society and distribute its assets; vi. to apply for registration as a Company or a Co-operative.
- b) A special resolution shall be passed in the following manner:
 - i. a notice must be sent to all members advising that a special general meeting is to be held to consider a special resolution;
 - ii. the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - iii. a quorum must be present at the meeting;
 - iv. at least three-quarters of those present must vote in favour of the resolution;
 - v. in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the relevant NSW Government authority for permission to pass the resolution in some other way.

10. PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The Public Officer may be any member of the Society, including an office-bearer or committee member, regarded as suitable for the position by the Committee.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i. death;
 - ii. resignation;
 - iii. removal by the Committee or at a general meeting;
- iv. bankruptcy or financial insolvency; v.
 - mental incapacity;
 - vi. residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer, the Committee shall, within the required period, notify the relevant NSW Government authority by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the relevant NSW Government authority by the prescribed form and within the period required by the relevant NSW Government Authority in the following circumstances:
 - i. appointment;
 - ii. a change of residential address;
 - iii. a change of the Society's name, objects or Constitution;

11. MISCELLANEOUS

- a) The Society shall effect and maintain any insurance which may be required by law or regarded as necessary by the Society.
- b) The funds of the Society shall be derived from the fees of members, donations, grants and other such sources approved by the Society.
- c) The Society must apply its funds and assets solely in pursuance of the objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- d) The Common Seal of the Society shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.
- e) Service of documents on the Society is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) In the event of the Society being wound up, the amount which remains after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

-END-

This Constitution was amended by special resolution 25/06/2018