

# FRIENDS OF PARKS INCORPORATED

(ABN 32 457 858 155)

## CONSTITUTION 30 APRIL 2018

### 1. NAME

The name of the Incorporated Association is "Friends of Parks Incorporated" ("Friends of Parks Inc." or "the Association").

### 2. INTERPRETATION

#### 2.1 Definitions

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

**"Act"** means the *Associations Incorporations Act 1985* as it may be amended from time to time and any Act, Ordinance or Law by which it may be replaced.

**"Annual General Meeting"** has the meaning described in clause 6.

**"Board"** means the elected office bearers and Board Members for the time being of the Association.

**"Chairperson"** means the Chairperson of General Meetings of the Association and of the Board. The Chairperson is ordinarily the elected President of the Association.

**"Board"** means the Board of the Association.

**"Constitution"** means this Constitution of the Association and all supplementary, substituted or amended Constitutions of the Association for the time being in force.

**"Delegate"** means the nominee of a member as defined in clause 4.2.1 (a) and (b) of the Constitution

**"Duly Executed"** means:

- a) in the case of a natural person, bearing the signature of that person; or
- b) in the case of a corporation, executed in accordance with applicable law

Provided that:

- (i) the Board may permit any document executed on behalf of a corporation to be treated as duly executed if the Board is satisfied as to its execution on behalf of that corporation; and

- (ii) the Board may permit any document which appears to be a transmitted facsimile of an original document duly executed in accordance with any of the foregoing provisions of this definition to be treated as duly executed if such document bears a clear likeness of the signatures or seal in question.

**“Endorsed Project”** means a project or activity which has been approved under the official approval procedures of Department of Environment, Water and Natural Resources (DEWNR) or its successor.

**“Financial Member”** means a member who has paid their membership fees in accordance with this Constitution.

**“Friends of Parks Scheme”** means the scheme coordinated by the DEWNR or its successor under which Endorsed Projects are conducted.

**“Gift Fund”** means the Friends of Parks Gift Fund sub-committee which was set up to receive tax deductible donations and gifts within the objects of the Constitution and as described by clause 10.7.

**“Incorporated Association”** means an Association incorporated under the Act.

**“Member”** means any group for the time being admitted to membership of the Association whose name is entered in the Association’s Register of Members.

**“Month”** means calendar month.

**“National Parks and Reserves system”** means parks and reserves of protected Crown Land of South Australia set up under various legislation, including the *National Parks and Wildlife Act 1972* and being the responsibility of DEWNR or its successor.

**“Office”** means the registered office for the time being of the Association.

**“Ordinary Resolution”** means a resolution passed by a simple majority of the votes cast.

**“Person”** includes an individual, group, corporation, or other association.

**“President”** means the person elected to that office under this Constitution and the President shall also assume the role of Chairperson of General Meetings and of the Board under this Constitution.

**“Register of Members”** means the Register of Members to be kept pursuant to the Act and this Constitution.

**“Regulations”** means the Regulations made under the Act as they may be amended from time to time.

**“Seal”** means the Common Seal for the time being of the Association.

**“Secretariat Organisation”** means any organisation appointed by the Board to conduct the functions of a secretariat office to the Association and the Volunteer Support Programs Unit of DEWNR, or their successors, shall act as Secretariat organisation to the Association.

**“Secretary”** means the person authorised from time to time to perform the duties of Secretary of the Association and shall include any person appointed to perform these duties temporarily.

**“Special Resolution”** means a resolution that has been passed by at least seventy-five per centum (75%) of the votes cast by members entitled to vote on the resolution, at a duly constituted meeting of members, where the notice of meeting despatched to members sets out an intention to propose the special resolution and states the resolution.

**“Writing”** and **“written”** include typing, printing, lithography and any other mode of representing or reproducing words or figures in a visible form including words or figures displayed on any electronic screen.

**“Volunteer”** shall mean any person or group who donates their skill, time, labour and/or expertise to the furtherance of the objects of this Association.

**“Year”** means calendar year.

## 2.2 Construction

In the Constitution unless the context requires otherwise:

- 2.2.1 Words (including defined expressions) importing the singular shall include the plural and vice versa;
- 2.2.2 Words (including defined expressions) importing persons shall include bodies corporate, partnerships, businesses, associations, government or quasi-government bodies and networks; and
- 2.2.3 Words of one gender shall include the other gender.

## 2.3 Headings

Headings shall be ignored when construing the Constitution.

## 3. OBJECTS AND POWERS

The objects of the Association are:

- 3.1 To provide voluntary assistance in the on ground management of national parks, wildlife, cultural sites and cultural heritage in South Australia, in liaison and with endorsement of DEWNR or its successor.
- 3.2 To raise funds for the administration and social activities of the Association or any of its members, and for Endorsed Projects which benefit national parks, wildlife, cultural sites and cultural heritage in South Australia
- 3.3 To publicise national parks, wildlife, cultural sites and cultural heritage in South Australia.
- 3.4 To provide cultural and social opportunities and activities for members and the general public and to build on community responsibility through awareness, support and enjoyment of national parks, wildlife, cultural sites and cultural heritage in South Australia.

- 3.5 To recognise the value and contribution that Volunteers provide to the enhancement of the national parks, wildlife, cultural sites and cultural heritage in South Australia by providing support in any appropriate way.
- 3.6 To publicise the partnership support role of volunteers.
- 3.7 To receive gifts through the Friends of Parks Gift Fund and to apply those funds to projects and/or activities concerned with the management of the State's national parks, wildlife, cultural sites and cultural heritage, and other Board related projects.
- 3.8 These objects shall be furthered by:
- 3.8.1 the holding of meetings, working bees, lectures, conferences, competitions awards and scholarships
  - 3.8.2 the communication of information to member groups and the community; and
  - 3.8.3 any other appropriate activities.
- 3.9 To do all such things as are conducive or incidental to the attainment of the above objects or any of them.
- 3.10 The Powers of the Association shall be the powers conferred by Section 25 of the Act.

#### 4. MEMBERSHIP

##### 4.1 Membership

When a group has agreed to become a member of the Association and has paid the Association's membership fee, then that group will be admitted to membership pursuant to the Constitution, and their name shall be entered in the Association's Register of Members.

##### 4.2 Classes of Member

4.2.1 There shall be the following classes of member:

(a) Full Member

This class shall consist of incorporated or unincorporated associations or other bodies corporate formed for or involved in the advancement for the benefit of the State's National Parks and Reserves system and actively involved in the Friends of Parks Scheme.

(b) Affiliate Member

This class shall consist of associations who are only actively involved in Endorsed Projects other than those under the Friends of Parks scheme and incorporated associations or bodies corporate who are ineligible to be Full Members and who support the Objects of the Association

(c) Life Member

This class shall consist of natural persons who, in the opinion of the Board, have rendered outstanding service to the Association or to a past or present member of the Association and who have been elected by the Board as Life Members.

### 4.3 Transitional

Persons admitted to membership of the Association under membership classes that no longer exist under this Constitution will retain all rights and privileges of membership until the expiration of the financial year during which their membership was accepted or renewed. Thereafter, in order to renew their membership, such persons must be eligible for membership in one of the classes set out in clause 4.2.

### 4.4 Votes

Members may exercise the following votes:

4.4.1 Full Member – 5 votes

4.4.2 Affiliate Member – 1 vote

4.4.3 Life Member – 1 vote

### 4.5 Membership Fees

The Association shall from time to time set membership fees for the different classes of membership, which shall be payable annually on 1 January each year (other than Life Members whose membership shall be without fee). The financial year commences on 1 January and concludes on 31 December of a given year.

### 4.6 Transfer of Rights

The rights and privileges of a Member shall not be transferable and shall cease upon such a person ceasing to be a Member.

### 4.7 Register of Members

4.7.1 The Secretary shall keep a Register of Members which contains the name, address, telephone number and subscription details of each Member and the date of joining the Association; and

4.7.2 The Register of Members shall be made available upon request for inspection by Members.

## 5. CESSATION OF MEMBERSHIP

### 5.1 Resignation

A Member may at any time by giving written notice to the Secretary resign membership of the Association.

### 5.2 Failure to Comply with Constitution

If any Member shall wilfully refuse or neglect to comply with the provisions of the Constitution and/or Friends of Parks Incorporated Board direction, or shall be guilty of any conduct which in the opinion of the Board is unbecoming to a Member or prejudicial to the interests of the Association, the Board shall have the power to expel the member from the Association **PROVIDED THAT** at least one (1) month before the Board Meeting at which a resolution for the Member's expulsion is to be considered, the Member shall have been given notice of such meeting and what is alleged against them and of the intended resolution for their expulsion and they shall at such meeting and before the passing of such resolution have had an opportunity to give oral or written explanation for their defence.

### **5.3 Disqualification of Members**

A Member ceases to be a Member of the Association if:

- 5.3.1 The Board resolves that the Member has failed to comply with the Constitution, according to 5.2; or
- 5.3.2 The Member dies or becomes legally incapacitated or the group dissolves.

### **5.4 Forfeiture of Rights and Privileges**

Any person or group who ceases to be a Member of the Association shall forfeit all rights and privileges of membership and shall have no rights in, or to claim upon, the Association or the property or funds of the Association except as a creditor.

### **5.5 Non-payment of Fees**

If a Member has not paid fees due in any year by 1 January of the following year and they have been notified in writing by the Association of this failure, they shall cease to be a Member of the Association. The financial year commences on 1 January and concludes on 31 December of a given year.

## **6. GENERAL MEETINGS**

### **6.1 Annual General Meetings**

An Annual General Meeting of the Association shall (unless otherwise permitted by the Act) be held:

- 6.1.1 At least once in every calendar year; and
- 6.1.2 Within the period of five (5) months after the end of its financial year.

### **6.2 Convening of General Meetings**

A General Meeting may be convened by the Board or upon receipt by the Secretary of a request in writing of no fewer than ten (10) Members of the Association and in which instance the Board shall convene such meeting within five weeks of receipt of the request for the purposes specified in the written request duly signed or executed by such Member.

### **6.3 Notice of General Meetings**

At least twenty-one (21) days notice (exclusive of the day on which the notice is given or deemed to be given but inclusive of the day for which the meeting is convened) of any General Meeting shall be given in writing to all the members entitled to receive notices of meetings in the manner provided in the Constitution. The notice shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of such business.

A special General Meeting must be called if the Secretary is directed to do so by the Board or is requested to do so by ten (10) Members.

If the Secretary fails within fourteen (14) days of being so directed or requested to give notice of a special General Meeting, any Member of the Board or other person requesting the meeting may call it.

#### **6.4 Validation of Meetings on Short Notice**

Notwithstanding that a General Meeting may be called by notice shorter than is provided by the Constitution, such meeting shall be deemed to have been duly called if it is so agreed by such members as are entitled under the Act to so agree.

#### **6.5 Omission etc. to Give Notice**

The non-receipt of notice of a General Meeting by, or the accidental omission to give such notice to, any person shall not invalidate any resolution passed at a General Meeting.

#### **6.6 Business at General Meetings**

The only business which may be discussed at a General Meeting is the business set out in the notice of meeting.

### **7. PROCEEDINGS OF GENERAL MEETINGS**

#### **7.1 Business of the Annual General Meeting**

7.1.1 The ordinary business of an Annual General Meeting shall be all or any of the following:

- (a) To confirm the minutes of the preceding meeting;
- (b) To receive and consider and deal with the balance sheet, the profit and loss account and the reports of the Board and Audited Financial Reports of the Auditors;
- (c) The election of the Chairperson, Deputy-Chairperson, Secretary, Treasurer, Public Officer and the Ordinary Members of the Board;
- (d) To transact any business under which the Act or the Constitution is required to be transacted at Annual General Meetings.

7.1.2 All business that is transacted at an Annual General Meeting other than the ordinary business of the Annual General Meeting as provided in this clause is special business and must be passed in accordance with the Act and the Constitution and notified to the Members in accordance with the Constitution.

#### **7.2 Reports**

At each Annual General Meeting the Board shall submit a report which in addition to any other particulars which the Board may deem desirable shall contain a summary of the activities of the Association for the period from the previous report.

#### **7.3 Quorum**

7.3.1 The quorum for a General Meeting shall be at least ten *per centum* (10%) of total number of members who hold voting rights irrespective of what class of membership they hold who are present personally or by proxy or attorney.

7.3.2 Except as is specifically provided to the contrary in the Constitution, no kind of business shall be transacted at a General Meeting except the election of a Chairperson until a requisite quorum is present at the commencement of transaction of that item of business.

#### **7.4 Lack of Quorum**

If within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, the same time and place or on such other day or at such other time and place as the Board may determine, and when adjourned a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present (being not less than two (2)) shall be a quorum.

#### **7.5 Chairperson**

The Chairperson shall ordinarily be the President of the Association and Chairperson of the Board and shall be entitled to take the chair at every General Meeting, but, if at any meeting the Chairperson is not present at the time appointed for holding the meeting or being present declines to take the chair the Members present may choose another Board Member as Chairperson.

#### **7.6 Adjournment**

The Chairperson of a General Meeting may, with the consent of any meeting at which a quorum is present adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business which was left unfinished from which the adjournment took place. If any meeting is adjourned for more than thirty (30) days, then notice of such an adjournment shall be given to all the Members entitled to receive notices of General Meetings, but otherwise it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting. If notice of adjournment is hereby required, the notice shall be of the same duration and it shall be given in the same manner as notice of the original meeting as required to be given.

#### **7.7 Show of Hands**

Every question submitted to a General Meeting shall be in the first instance be decided by a show of hands, as follows:

7.7.1 Delegates of Full Members shall vote first and the show of hands shall be multiplied by five (5) in accordance with clause 4.4.1; and

7.7.2 Delegates of Affiliate Members shall then vote with a show of hands with the value of one vote per hand in accordance with clause 4.4.2.

7.7.3 Life Members shall then vote with a show of hands with the value of one vote per member in accordance with clause 4.4.3.

#### **7.8 Decision of Questions**

Subject to clause 7.13 and except in the case of special business or other resolutions required to be passed by a majority other than a simple majority, questions shall be decided by a majority of votes. In the case of an equality of votes the Chairperson of the meeting of which the show of hands takes place or at which the poll is demanded shall have a casting vote in addition to any other vote to which they may be entitled.



## **7.9 Minutes as Evidence of Result**

Unless a poll is duly demanded before or upon the declaration of a show of hands, a declaration by the Chairperson of the Meeting to the effect that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost having regard for the majority required, or lost, and an entry to that effect in the minute book signed by the Chairperson of that or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **7.10 Demand for Poll**

A poll shall be duly demanded only if, before or on the declaration of the show of hands, it is demanded by the Chairperson of the meeting, or by a Member present in person or by proxy or attorney and entitled to vote.

## **7.11 Taking of Poll**

7.11.1 A poll demanded on the election of a Chairperson of a General Meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken in such a manner and at such a time and place as the Chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise;

7.11.2 If a poll is to be held after an adjournment, the Chairperson may direct that the time allowed for the lodgement of proxies, or power of attorney, be extended at such time as the Chairperson directs for the purposes of allowing votes to be cast on the poll;

7.11.3 The result of the poll shall be deemed to be a resolution passed on the date on which it was in fact passed; and

7.11.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

## **7.12 Disputed Votes at a Meeting**

No objection shall be made as to the validity of any vote except at the meeting or poll at which the vote is tendered. Every vote not disallowed at such meeting or poll, whether given or purporting to be given personally or by proxy or attorney shall be deemed valid. In case of any dispute as to the admission or rejection of a vote the Chairperson of the meeting shall determine the same and such determination in good faith shall be final and conclusive.

## **7.13 Amendment to Constitution**

This Constitution may be amended only by Special Resolution.

# **8. VOTES OF MEMBERS**

## **8.1 Manner of Voting**

Votes may be given either personally or by proxy or by corporate representative or attorney duly authorised as outlined in this section and it shall be the duty of the Secretary to count votes according to the voting rights of members.

## **8.2 Appointment of Proxy**

A Member may appoint any person as their proxy (whether that person is a Member or not).

## **8.3 Form of Proxy**

8.3.1 Every instrument of proxy shall be in writing and shall be in the following form or such other form as the Board may from time to time accept. A proxy form is at **Schedule 1**.

8.3.2 An instrument of proxy with the name of the appointee not filled in shall be deemed to be given in favour of the Chairperson of the Meeting.

## **8.4 Proxy to be Deposited at Office**

The instrument appointing proxy, and power of attorney under which it is signed, shall be deposited at the office not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or poll at which the person named in such instrument proposes to vote, or at such later time as the Board may permit, but in any case shall be so deposited before being acted upon.

## **8.5 Duration of Proxy**

Notwithstanding any other provisions contained in an instrument of proxy, no instrument of proxy shall be valid after the expiration of twelve (12) months of date of its execution.

## **8.6 Power of Attorney**

Any Member may by power of attorney appoint an attorney to act on their behalf at all or any meetings of the Board and such power of attorney or proof thereof to the satisfaction of the Board shall not less than forty-eight (48) hours before the time of holding the meeting or adjourned meeting at which a vote is supposed to be cast pursuant to the power of attorney, or at such later time as the Board may permit, be produced for inspection at the office together with such evidence of the due execution thereof as the Board may require before the attorney may be entitled to act under the power. Such attorney, if so empowered, may appoint a proxy for the Member granting the power of attorney in accordance with the Constitution.

## **8.7 When Proxy etc. Revoked**

8.7.1 A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous debts of the principal or revocation of proxy or power of attorney if no intimating in writing of such debt or revocation is received at the office before the meeting;

8.7.2 A proxy shall not be revoked by the principal attending or taking part in the meeting but if the principal actually votes on resolution the proxy may not vote on that resolution.

# **9. BOARD**

## **9.1 Membership of Board**

9.1.1 Only natural persons who are delegates of Financial Members are eligible for election as office bearers (clause 10.5.1) or as Board members.

### 9.1.2 **Procedures for Nomination**

Nominations must be received in writing by the Association, twenty eight days before the Annual General Meeting. No nominations will be accepted from the floor of the Annual General Meeting.

### 9.2 **Term of Office**

Board Members shall serve a term of twelve (12) months and be eligible for re-election at the next Annual General Meeting.

### 9.3 **Procedures Generally**

The Board may meet together for the dispatch of business, adjourn and, subject to the Constitution, otherwise regulate its meetings as it thinks fit.

### 9.4 **Calling of Board Meetings**

The Board shall meet at least four (4) times per year and otherwise any two Members of the Board may at any time direct the Secretary to convene a meeting of the Board. Notice may be given by the Secretary orally or in writing to each Board Member.

### 9.5 **Chairperson of Meetings**

The Chairperson of the Board, ordinarily the elected President of the Association, shall be entitled to take the chair at every meeting of the Board. If there is no Chairperson of the Board or if at any meeting they are not present within ten (10) minutes after the time appointed for holding the meeting or are unwilling to act as Chairperson of the meeting, the Board Members present shall choose from one of them a Chairperson of such meeting.

### 9.6 **Quorum**

A quorum for a meeting of the Board either shall be fifty per centum (50%) of the total of Board Members plus one (1) or if there be an uneven number of Board Members, more than fifty *per centum* of the total.

### 9.7 **Decision of Questions**

Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to their primary vote.

### 9.8 **Board Members may Act Despite Vacancy**

The continuing Board Members may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below a quorum the continuing Board Members or Board Member may act for the purposes of appointing an additional Board Member or Board Members so that a quorum is achieved.

### 9.9 **Validation of Irregular Acts**

All acts done at any meeting of the Board or of a sub-Board appointed by the Board or by any person acting as a Board Member or sub-committee member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance of office of such Board Members, Board Members or persons acting as foresaid or any of them, or that they or any of them were disqualified or vacated office or were not entitled to vote be as valid as if every such person had

been duly appointed and was qualified and continued to be a Board Member or to act as a member of any such sub-committee.

#### **9.10 Written Resolution Effective without Meeting**

9.10.1 A resolution of the Board in writing signed by all persons who are members of the Board at the time at which the last of them so signed, shall have the same force and effect as a resolution passed at a meeting of the Board duly called and constituted.

9.10.2 Any such resolution may consist of several documents in like form each signed by one or more persons.

9.10.3 A resolution shall be deemed signed by a Board Member if it is signed on their behalf by a person authorised by them in writing duly executed to sign it.

9.10.4 A reference in this clause to all the Board Members does not include any Board Member who at a meeting of a Board would not be entitled to vote on the resolution.

#### **9.11 Power to Appoint**

The Board shall have the power to appoint such officers, employees and/or secretariat organisation as are required to carry out the Objects of the Association or delegate any of its powers to such officers, employees and/or secretariat organisation.

The powers of the Board shall be subject to the provisions of the Constitution and of the Act and to such regulations as may be prescribed by the Association in General Meeting. No regulation made by the Association in General Meetings shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

### **10. POWERS OF THE BOARD**

#### **10.1 Powers of the Board**

The affairs of the Association shall be managed and controlled exclusively by the Board which in addition to any powers of authorities conferred by this Constitution may exercise all such powers and do all such things as are within the Objects of the Association and are not by the Act or by these Rules required to be done by the Association in General Meeting.

#### **10.2 Funds**

The Board has the management and control of all funds and other property of the Association.

#### **10.3 Borrowing Powers**

The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking assets and uncalled capital or any part of them and to issue debentures, stock and other securities whether outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Association or of any third party, and on such terms and conditions as the Board thinks fit.

#### 10.4 Attorneys

The Board may at any time and from time to time appoint any person or persons or body of persons whether nominated directly or indirectly by the Board to be the attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under the Constitution) and for such period and subject to such conditions as the Board may from time to time think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorneys as the Board thinks fit and may also authorise any such attorney to delegate all or any of its powers, authorities and discretions for the time being vested in the Constitution.

#### 10.5 Office Bearers

10.5.1 At each Annual General Meeting a Board comprising the following shall be elected from amongst the delegates of Financial Members in accordance with the eligibility criteria set down in clause 9.1:

President, Vice-President, Secretary, Treasurer, Public Officer and at least four (4) additional Board Members. The total Board membership shall be no more than fifteen (15).

10.5.2 Subject to clause 10.5.1, the Board shall have power to co-opt additional Board members, and may fill casual vacancies, who are not required to be delegates of Financial Members.

10.5.3 Subject to this Constitution and to any directions at a General Meeting the Board may regulate its own affairs as it sees fit.

10.5.4 The Board shall be responsible to the Association and shall present an Annual Report including a financial statement, to each Annual General Meeting.

10.5.5 The Board may appoint sub-committees with such powers and authority as are specified.

#### 10.6 Sub-committees

Subject to this Constitution, directions of the Board and a Terms of Reference approved by the Board, each sub- committee shall regulate its own affairs as it sees fit and in particular;

10.6.1 With the sole exception of the Gift Fund sub-committee, shall choose its own Chair and Secretary;

10.6.2 May co-opt additional members;

10.6.3 May involve any other person whether a member of the Association or not who can assist in the work of the sub-committee;

10.6.4 May conduct some of its business by telephone, electronically or by correspondence;

10.6.5 Shall submit written reports to the Board as determined by the Board;

10.6.6 May liaise with any other sub-committees.

## 10.7 Gift Fund

- a. A Sub-committee (known as the Gift Fund sub-committee) shall be appointed by the Board, with membership being reviewed and endorsed by the Board every twelve (12) months and within thirty (30) days following the Annual General Meeting.
- b. The Chair of the Gift Fund sub-committee shall be a current Board member.
- c. The Friends of Parks Gift Fund (“the Gift Fund”) has been established to receive and administer on behalf of the Association gifts of money or property, interest or donations, income derived from donated property, and moneys derived from the realisation of such property in support of the objects of the Association. The fund must comply with subdivision 30-E of the ITAA, 1997.
- d. Untied gifts are made to the Gift Fund on the basis that they are by virtue of Section 78 (4) or Sub-Section (5) of the *Income Tax Assessment Act 1936* (“Tax Act”) as it may be amended from time to time eligible to be treated as income tax deductions.
- e. The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Gift Fund are only used for its principal purpose.
- f. The minimum requirement for the number of members appointed by the Association to the Gift Fund sub-committee to administer the Gift Fund and manage funds is three (3), with at least three (3) Board members present. A majority of the members of the Gift Fund sub-committee are required to be “responsible persons” as defined by the Guidelines to the Register of Environmental Organisations.
- g. The Association must inform the Australian Government Department responsible for the environment as soon as possible if it changes its name or the name of the public fund, there is any change to the membership of the Gift Fund sub-committee, or there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- h. The sub-committee shall meet at least quarterly.
- i. Sub-committee members may resign at any time after giving official notice to the Board.
- j. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor. All funds distributed for projects/activities for on ground work on the State’s National Parks and Reserves, shall have the prior approval of DEWNR.
- k. Statistical information requested by the Australian Government Department responsible for the environment on donations to the Gift Fund will be provided within four months of the end of the financial year. An audited financial statement for the Association and the Gift Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the Gift Fund monies and the management of Gift Fund assets. [Income Tax Assessment Act 1997 Section 30-270(4)]
- l. In the event of the Gift Fund being wound up any surplus assets shall be transferred to another fund which is listed on the Register of Environmental Organisations maintained by the Commonwealth Department of Environment or its successor and such decision shall be determined by the Board of the Association prior to being dissolved.

- m. The Gift Fund will be managed in accordance with the rules at **Schedule 2 of the constitution**.
- n. Any sub-committee member may be dismissed if they cease to be a fit and proper person as defined by the Register of Environmental Organisations.

## **11 TERMINATION OF OFFICE**

Office bearers shall complete their term of office unless:

- (a) They resign from that office;
- (b) The Board passes a motion, of which twenty-one (21) days written notice has been given to all Board Members, of no confidence in the office bearer continuing in that office;
- (c) They cease to be a member of the Board;
- (d) They become ineligible under the Constitution or the Act; or
- (e) They become permanently incapacitated by ill-health.

Should the term of office of any office bearer pursuant to this sub-clause be terminated, the Board shall as soon as possible elect a replacement officer bearer or office bearers who shall hold office until the end of the next Annual General Meeting subject to this sub-clause.

## **12 DECLARATION OF INTERESTS OF BOARD MEMBERS AND DEALINGS BETWEEN BOARD MEMBERS AND THE ASSOCIATION**

Members of the Board who have a financial interest in any contract or arrangement made or, proposed to be made, with the Association shall disclose their interest to the meeting of the Board at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the Board after the acquisition of their interest. If they become interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting held after they become so interested. No Member of the Board shall vote as Members of the Board in respect of any contract or arrangement in which they are so interested as described in this sub-clause. If Members do so vote then their vote shall be disregarded. All declarations of interest under this clause shall be recorded in the minutes.

## **13. SEAL**

### **13.1 Custody of Seal**

The Board shall provide for the safe custody of the seal.

### **13.2 Authority for and Attestation of Seal**

The seal shall only be used by authority of the Board and every instrument to which the seal is affixed shall be signed by a Board Member and shall be counter-signed by another Board Member and/or the Secretary or by some other person authorised by the Board for the purpose.

## **14 CHEQUES, BILLS, ETC**

All cheques, bills of exchange and promissory notes shall be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Association in such manner as the Board from time to time determines.

## 15 SECRETARIAT

The Board may, in accordance with the Constitution, from time to time for such term and upon such conditions as the Board thinks fit, appoint a person or organisation to perform all of the functions of a secretariat office to the Association. The Board, subject to agreement by the Director or any of his successors, National Parks & Wildlife, South Australia, Department for Environment and Heritage, or any of its successors, has so appointed the Community Liaison Unit, or any of its successors, of the South Australian Department for Environment and Heritage for an indefinite period.

## 16 MINUTES

### 16.1 Minutes

The Secretary shall cause minutes to be duly entered in books provided for the purpose:

16.1.1 Of the names of the Board present at each meeting of the Board and of the names of the Board Members or other persons present at each meeting of any sub-committee; and

16.1.2 Of all resolutions and proceedings of all meetings of the Association and of meetings of the Board and any sub-committee.

### 16.2 Chairperson to Sign Minutes

Unless the minutes of a meeting of the Association or of the Board are signed by the Chairperson of the meeting at which the proceedings took place they shall be signed by the Chairperson of the next succeeding such meeting. Any such minutes of any meeting of the Board of any sub-committee of the Association, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding such meeting, shall, except as otherwise provided in the Constitution, be receivable as *prima facie* evidence of the matters stated in such minutes.

## 17. ACCOUNTS

### 17.1 Books to be Kept

The Board shall cause to be kept proper accounting and other records in accordance with the Act and with this Constitution. The books of accounts shall be kept at the office or at such place or places as the Board thinks fit.

### 17.2 Retention of Books

The Association shall retain such records for seven (7) years at least after the completion of the transactions or operation to which they respectively relate.

### 17.3 Inspection of Books

Such records shall at all times be open to inspection by the Board.

## 18. AUDIT

Save as otherwise determined in accordance with the Act Auditors shall be appointed and shall hold office in accordance with the Act and with this Constitution.



## 19. NOTICES

### 19.1 Modes of Notice

Any notice may be served upon any Member either personally or by post, facsimile transmission or otherwise provided.

### 19.2 Notices by Post

A notice to be given or served upon by any Member by post may be sent pre-paid through the post addressed or with its envelope or wrapper addressed to such Member at their registered address. Any notice so sent shall be deemed to have been given and served, in the case of a notice of meeting at the expiration of a twenty-four (24) hours after such posting and in the case of any other notice at the time at which the same would have been delivered in the ordinary course of post. A certificate in writing signed by the Manager, Secretary or other officer of the Association that such notice was addressed and posted as dated shall be conclusive evidence.

### 19.3 Registered Address of Members

For the purpose of the Constitution, the registered address of a Member means their address in the Register.

## 20. NOT-FOR-PROFIT ORGANISATION

20.1 The Association is a non-profit organisation.

20.2 The income and assets of the Association shall be applied exclusively to the promotion of its objects and no portion of them shall be paid or applied to the Members (except by way of *bona fide* remuneration for services actually rendered to the Association or by way of reimbursement for authorised expenses incurred on its behalf).

## 21. INDEMNITY OF OFFICERS

21.1 Every officer of the Association will be indemnified out of the property of the Association against any liability incurred by them in the *bona fide* execution of their duties under this Constitution;

- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted; or
- (b) in connection with any application in relation to any such proceedings in which relief is granted under the law to them by the Court

and being proceedings against the officer in respect of negligence, default, breach of duty or breach of trust in which the officer may be guilty in relation to the Association.

21.2 To the extent permitted by law without limiting the power of the Association, the Board may authorise the Association to, and the Association may enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, an officer or employee of the Association which indemnity or insurance policy may be in such terms as the Board approves and in particular may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

- 21.3** The benefit of each indemnity given in sub-clause 22.1 and 22.2 continues, even after its terms or the terms of sub-clause 22.3 are modified or deleted in respect of a liability arising out of acts or omissions occurring prior to the modifications or deletion.
- 21.4** Officer in sub-clause 22.1 and 22.2 means any person occupying any position of the kind referred to in the Constitution, other than a person who is an employee and occupies no other such position.
- 21.5** The indemnity in sub-clause 22.1 does not apply in respect of liability incurred by a person in their capacity as an employee of the Association.

## **22. WINDING UP**

- 22.1.** The Association may be wound up in the manner provided for in the Act.
- 22.2.** If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and rules which prohibit the distribution of its assets and income to its members.
- 22.3.** Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Schedule 1

PROXY
FRIENDS OF PARKS INC

I/We, .....
(name of member or of group member)

of .....
(address)

being a financial member of Friends of Parks Inc, hereby appoint the Chairman of the Meeting or
the following person

.....
(state here either "Chairman" or the name of proxy who must be a natural person)

of .....
(address for proxy other than Chairman)

as my/our proxy to vote for me/us at the Annual General Meeting/General Meeting (delete one) of
Friends of Parks Inc to be held on the ..... day of ..... 20.....

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

.....
(Signature of Member)

(Authority of Group Member to be signed by
President of the Group or with his/her authority)

THIS PROXY IS TO BE USED IN FAVOUR OF/AGAINST THE FOLLOWING MOTIONS

Table with 3 columns: Motion number, For, Against. Contains 4 rows of motion options with checkboxes.

This 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.

OFFICE USE

NUMBER OF VOTES TO WHICH MEMBER ENTITLED (delete one) [1] or [5]

## Schedule 2

### **RULES FOR THE MANAGEMENT OF THE FRIENDS OF PARKS GIFT FUND**

- 1) The objective of the Gift Fund is to support the Association's environmental objectives.
- 2) Members of the public are invited to make gifts of money or property to the Gift Fund for the environmental purposes of the Association.
- 3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Gift Fund.
- 4) A separate bank account is to be opened to deposit money donated to the Gift Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
- 5) The Gift Fund will be operated on a not-for-profit basis.
- 6) There shall be no fewer than three members appointed by the Association to administer the fund. A majority of the members of the Gift Fund sub-committee are required to be "responsible persons" as defined by the Guidelines to the Register of Environment Organisations.
- 7) The Gift Fund sub-committee shall use the following procedures in fulfilling its duties under the Constitution:-
  - (a) Receipts shall be issued for all gifts by the Treasurer on official receipt forms. As donations of more than \$2.00 in value are allowable deductions for tax purposes by virtue of Section 78 (4) or Sub-Section (5) of the *Income Tax Assessment Act 1936*, as amended from time to time, all receipts must state:
    - (i) That the recipient is "Friends of Parks Inc Gift Fund";
    - (ii) Full name of the donor; and
    - (iii) The date the gift was donated.
  - (b) In circumstances where any party other than the staff of the Treasurer receive the gift, that other party shall issue an Interim Receipt which is stated to be an Interim Receipt but in all other respects is in accordance with clause 10.7.7 (a).
  - (c) A quorum for a meeting of the Gift Fund sub-committee shall be at least fifty *per centum* (50%) of the sub-committee members plus one.
  - (d) Members of the sub-committee of the Gift Fund shall be the sole signatories to the account referred to in clause (4) and two (2) signatures shall be required for all debit transactions.
  - (e) A statement of accounts shall be presented to each Board meeting.
  - (f) The Gift Fund shall be audited at the end of each financial year in accordance with Australian Law and the Audited Financial Report shall be presented at the Annual General Meeting.
  - (g) Amendments to the rules of the Gift Fund shall be made only at an Annual General Meeting or Special General Meeting of the Association.