

ASSOCIATIONS INCORPORATIONS ACT 1985

FRIENDS OF PARKS AND NATURE INCORPORATED

(ABN 32 457 858 155)

CONSTITUTION v 10
11 May 2023

Supported by Board May 2023

Table of Contents

FRIENDS OF PARKS AND NATURE INCORPORATED.....	1
DEFINITIONS / INTERPRETATION	1
1. NAME	2
2. PURPOSE and OBJECTIVES	2
3. POWERS	3
4. MEMBERSHIP	3
5. REGISTER OF MEMBERS.....	4
6. THE BOARD	5
7. APPOINTMENT OF OFFICE BEARERS	7
8. STANDING AND SUB-COMMITTEES	7
9. GENERAL MEETINGS.....	8
10. VOTES OF MEMBERS	9
11. GIFT FUND	10
12. TERMINATION OF OFFICE	11
13. DECLARATION OF INTERESTS AND DEALINGS OF BOARD MEMBERS	11
14. SEAL	11
15. CHEQUES, BILLS, ETC	12
16. SECRETARIAT.....	12
17. MINUTES	12
18. ACCOUNTS	12
19. AUDIT	13
20. INDEMNITY OF OFFICERS	13
21. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.....	13
22. WINDING UP	13
Schedule 1	15
Schedule 2.....	16

OFFICIAL

OFFICIAL

DEFINITIONS / INTERPRETATION

Definitions in the Constitution unless the context requires otherwise the following meanings shall apply:

- A. **“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.
- B. **“Broader Landscapes”** means off-park locations and other land tenure where the aims are consistent with the objectives of the *National Parks and Wildlife Act 1972*. C. **“Board”** means the Board of the Association.
- D. **“Board member”** means an elected or appointed member of the Board as described under clause 6.1.
- E. **“Chairperson”** means the Chairperson of General Meetings of the Association and of the Board. The Chairperson is ordinarily the elected President of the Association.
- F. **“Endorsed Project”** means a project or activity which has been approved under the official approval procedures of Department for Environment and Water (DEW) or its successor.
- G. **“Financial Member”** means a member who has paid their membership fees in accordance with this Constitution.
- H. **“Gift Fund”** means the Friends of Parks Gift Fund Standing Committee which was set up to receive tax deductible donations and gifts within the objectives of the Constitution and as described by clause 11.
- I. **“Heritage”** refers to any and / or all the following: Built heritage, Aboriginal cultural heritage, non-Aboriginal Australian heritage.
- J. **“Incorporated Association”** means an Association incorporated under the Act.
- K. **“Member”** means any individual or group for the time being admitted to membership of the Association whose name is entered in the Association’s Register of Members.
- L. **“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 the *Wilderness Protection Act 1992* being the responsibility of DEW or its successor.
- M. **“Public Officer”** means the person elected to that office under this Constitution and the person authorised to perform the duties of Public Officer of the Association
- N. **“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.
- O. **“Proxy”** means the nominee of a member as defined in clause 4.9 of the Constitution
- P. **“Register of Members”** means the Register of Members to be kept pursuant to the Act and this Constitution.
- Q. **“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.
- R. **“Treasurer”** means the person authorised from time to time to perform the duties of Treasurer of the Association and shall include any person appointed to perform these duties temporarily.
- S. **“Vice-President”** means the person elected to that office under this Constitution and the VicePresident shall also assume the role of Chairperson of General Meetings and of the Board under this Constitution, if the President is unable to do so.

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

1. NAME

The name of the Incorporated Association is “Friends of Parks and Nature Incorporated” (“Friends of Parks and Nature Inc.” or “the Association”).

2. PURPOSE and OBJECTIVES

2.1 Purpose

2.1.1 The Association is a not-for-profit organisation.

2.1.2 The purpose of the Association is to support communities and volunteers to contribute to conservation activities that ensure the long-term protection and restoration of South Australia’s natural environment.

2.2 Objectives

2.2.1 The primary objectives of the Association are to:

- a) Support conservation and heritage values in South Australian parks and the broader landscapes in areas of high conservation significance.
- b) Further volunteering activities that are supporting conservation and heritage values (as per clause 2.2a).
- c) Promote and support community engagement, enjoyment and understanding of South Australian parks and the broader landscape in areas of high conservation significance.
- d) Manage and attract funds in support of these objectives such as through:
 - i. managing external grants
 - ii. attracting and managing gift fund donations
 - iii. liaising with key stakeholders including the Department for Environment and Water

2.3 The additional objectives of the Association are to:

- 2.3.1 Publicise national parks, flora and fauna, cultural sites and heritage in South Australia.
- 2.3.2 Provide cultural and social opportunities and activities for members and the general public.
- 2.3.3 Build community responsibility for parks and nature through awareness, support and enjoyment of national parks, flora and fauna, cultural sites and cultural heritage in South Australia.
- 2.3.4 Recognise and support the value and contribution that volunteers provide to the Association.
- 2.3.5 Conduct activities to promote membership of the Association.
- 2.3.6 Undertake the Association’s objectives in a manner which is aligned with the reputation, mission and objectives of the management of public and private

lands common nature conservation and cultural heritage conservation across South Australia.

3. POWERS

- 3.1 The affairs of the Association shall be managed and controlled by the Board.
- 3.2 In carrying out the objectives, the Association shall have the following powers, namely the ability to:
- 3.2.1 appoint such officers, employees and/or secretariat organisation as are required to carry out the objectives of the Association or delegate any of its powers to such officers, employees and/or secretariat organisation.
 - 3.2.2 from time to time, appoint any person or persons or body of persons to undertake tasks subject to such conditions as the Board sees fit.
 - 3.2.3 borrow and raise money in such manner and on such terms as the Board may think fit, or as may be approved or directed by resolution passed at a general meeting.
 - 3.2.4 establish the Friends of Parks and Nature Gift Fund. This fund will receive all gifts of money or property for the purpose of supporting the Association's objectives.
 - 3.2.5 accept any funds, subscriptions, donations of real and personal property and gifts, whether subject to a will, special trust or not, for any one or more of the objectives or purposes of the Association.
 - 3.2.6 print and publish such newspapers, periodicals, books, leaflets, webpages, or other documents as the Board may think necessary for the promotion of the objects and purposes of the Association.
 - 3.2.7 purchase or acquire, and undertake all or any part of the property, assets, liabilities, and engagements of any group and or organisation with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the Rules of the Association.
 - 3.2.8 further the Association's objectives through:
 - a) the holding of meetings, workshops, working bees, lectures, conferences, competitions, awards, and scholarships;
 - b) the communication of information to member groups and the community; and
 - c) any other appropriate activities.
 - 3.2.9 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 Meetings.

4. MEMBERSHIP

- 4.1 All members shall uphold the Objectives of the Association and abide, where possible, by the [20260127 Guideline-Volunteers.pdf](#) , or successor document.
- 4.2 Both groups and individuals can become a member of the Association. Once the Association's membership fee has been paid, then that group or individual will be admitted to

membership pursuant to the Constitution, and their name shall be entered in the Association's Register of Members.

- 4.3 A person or group shall remain a member of the Association if the annual subscription is fully paid and current.
- 4.4 The rights and privileges of a member shall not be transferable and shall cease upon such a person or group ceasing to be a member.
- 4.5 A member may at any time by giving written notice to the Secretary resign membership of the Association.
- 4.6 Applications for membership may be rejected at the discretion of the board.
- 4.7 The Association shall from time to time set membership fees for the different categories of membership, which shall be payable annually.
- 4.8 If a member has not paid fees due in any year by 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.
- 4.9 Categories of Membership: The memberships of the organisation shall consist of the following categories of member:
 - 4.9.1 Life Member: individuals who, in the opinion of the Board, have rendered outstanding service to the Association or to a past or present member of the Association. Life Membership is only applicable for individuals.
 - 4.9.2 Group Member: incorporated or unincorporated associations formed for, or are involved in, the advancement of conservation consistent with the objectives of the Association.
 - 4.9.3 Individual Member: individuals who support and/or are involved in the advancement of conservation consistent with the objectives of the Association. Individual members may either be:
 - i. Individual members; or
 - ii. Individual members affiliated with a Friends of Parks and Nature group.
- 4.10 Persons admitted to membership of the Association under membership categories 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, to renew their membership, such persons must be eligible for membership in one of the categories set out in clause 4.9.
- 4.11 Votes:

A period of 12 months must elapse prior to new members having voting rights. Such members may exercise the following votes:

 - 4.11.1 Life Members – one vote per member
 - 4.11.2 Group Member – one vote per group
 - 4.11.3 Individual Member – one vote per member

5. REGISTER OF MEMBERS

- 5.1 The Secretary shall keep a Register of Members which contains the name, address, telephone number, email contact and subscription details of each member and the date of joining the Association.

6. THE BOARD

6.1 Membership of the Board

6.1.1 Only Financial Members are eligible for election as Office Bearers or as Board members.

6.1.2 The Board is comprised of up to ten (10) members as follows:

- a) Nine of the board members are elected by the Friends of Parks and Nature membership at an Annual General Meeting.
- b) The tenth position is held by a Director in the relevant State Environment Department.
- c) The elected board members work across two split terms:
 - i. Of the nine board members, five will be voted in to serve a term for 24 months, with four members retaining their positions for 12 months, and
 - ii. four will be voted in on the subsequent year to serve a term of 24 months, with five members retaining their positions for 12 months.
 - iii. The office bearer appointments shall be staggered so that two are appointed for two years in the first year and then two in the second.

6.1.3 It is intended that, across its membership, the Board shall include the following skills and expertise:

- a) Environmental management, biodiversity and conservation
- b) Climate science
- c) Volunteering
- d) Governance and legal
- e) Fundraising and marketing
- f) Financial literacy
- g) Strategy
- h) Communication skills and or marketing
- i) Community engagement
- j) An ability to work with others and / or negotiation skills

6.1.4 It is encouraged that Board membership be selected to include diversity of backgrounds including across age, gender, culture, traditional ownership, and knowledge of regional South Australia.

6.1.5 The Board shall have power to co-opt additional Board members to fill skills gaps for a set period of time, and who are not required to be Financial Members.

6.1.6 The Board may fill casual vacancies as they occur for the remainder of the appointment term, from the membership.

6.2 Term of Office

6.2.1 Board Members shall serve a term of twenty-four (24) months and be eligible for re-election on a biennial (two yearly) basis, at the next Annual General Meeting.

- 6.2.2 After three (3) terms (whether coming in initially for 12 or 24 months), all Board members must step down for a minimum of 12 months.
- 6.3 Procedures Generally
- 6.3.1 The Board may meet for the dispatch of business, adjourn and, subject to the Constitution, otherwise regulate its meetings as it thinks fit.
- 6.3.2 Face to face meetings are encouraged as the main mode of meeting, however online meetings may also occur from time to time.
- 6.4 Calling of Board Meetings
- 6.4.1 The Board shall meet at least four (4) times per year and otherwise any three 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.
- 6.5 Chairperson of Meetings
- 6.5.1 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.
- 6.6 Quorum
- 6.6.1 A quorum for a meeting of the Board either shall be fifty percent (50%) of the total of Board Members plus one (1) or if there is an uneven number of Board Members, more than fifty percent of the total.
- 6.7 Decision of Questions
- 6.7.1 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.
- 6.8 Board Members may Act Despite Vacancy
- 6.8.1 Board members may continue to function as a board even if their number is reduced below a quorum. In such an instance the board must move to increase numbers of the board at the earliest opportunity.
- 6.9 Written Resolution Effective without Meeting
- 6.9.1 A resolution of the Board in writing (including via email) 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.
- 6.9.2 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.
- 6.9.3 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.
- 6.10 Power to Appoint
- 6.10.1 The Board shall have the power to appoint such officers, employees and/or secretariat organisation as are required to carry out the objectives of the

Association or delegate any of its powers to such officers, employees and/or secretariat organisation.

- 6.10.2 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.

7. APPOINTMENT OF OFFICE BEARERS

- 7.1 At each Annual General Meeting designated office bearers shall be elected from amongst the delegates of Financial Members. The election of board members will be staggered over a two year cycle to maintain organisational continuity and in accordance with the eligibility criteria set down in clause 6.1:
- 7.1.1 The President, Treasurer, Public Officer and two (2) additional Board Members will be elected in one year. The Vice-President, Secretary, and three (3) additional Board Members will be elected in the alternate year. The total Board membership shall be up to ten (10).
- 7.1.2 The Board shall be responsible to the Association and shall present an Annual Report including a financial statement, to each Annual General Meeting.
- 7.1.3 The Board may appoint Standing Committees and Sub-committees with such powers and authority as are specified in section 8.

8. STANDING AND SUB-COMMITTEES

- 8.1 The board has the power to appoint Standing committees whose purpose is to consider all matters relating to a particular subject.
- 8.1.1 Standing Committees will address specific organisational strategic priorities.
- 8.1.2 The need for each standing committees will be reviewed on a biennial (2 – yearly) basis.
- 8.1.3 All Standing Committees shall comprise of two (2) board members (excluding the Gift Fund Standing Committee which shall comprise not less than three [3] board members, and comply with clause 11 of this Constitution) and may co-opt up to two (2) additional members.
- 8.1.4 The Chair of the standing committee shall be a *Friends of Park and Nature* board member.
- 8.1.5 The Chair of the standing committee reports back directly to the board on an interval as agreed to by the board.
- 8.1.6 The Standing Committee shall be supported with secretariat services.
- 8.2 The board has the power to appoint Sub-committees / Working Groups whose role is to assist with certain aspects of the organisation's governance and functioning on a short term basis
- 8.2.1 Sub-committees will have a sunset clause of 12 months – with the right to renew if the need is deemed so by the board.
- 8.2.2 Sub-committees shall comprise of a minimum of two board members and may co-opt up to as many members as they see fit.
- 8.2.3 The Chair of the Sub-committee may be a member or non-member of the board.

- 8.2.4 The Chair of the Sub-committee reports back via the board members on the Sub Committee on an interval as agreed to by the board.
- 8.3 With the sole exception of the Gift Fund Standing Committee, Committees shall choose their own Chair and Secretary.

9. GENERAL MEETINGS

9.1 Annual General Meetings

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

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

9.2 Convening of Special General Meetings

9.2.1 A Special 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 within five weeks of receipt of the request for the purposes specified in the written request.

9.3 Notice of General Meetings

9.3.1 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 by the Secretary 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.

9.3.2 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.

9.4 Business at General Meetings

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

9.4.2 The business of the Annual General Meeting is:

- a) The presentation of the financial statements containing at least the following particulars:
 - i. the income and the expenditure of the association during its last financial year
 - ii. the assets and liabilities, including charges and securities, of the association since the end of its last financial year.
- b) the presentation of the Chair's report and Auditor's report
- c) the election of board of management positions as required
- d) the appointment of an auditor; and
- e) such other business as has been notified to the members.

9.5 Reports

9.5.1 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 since the previous report.

9.6 Quorum

9.6.1 The quorum for a General Meeting shall be at least ten (10) Financial members who are present personally or by proxy.

9.6.2 If within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other time and place as the Board may determine.

9.7 Chairperson

9.7.1 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.

9.7.2 If at any meeting the Chairperson is not present or being present declines to take the chair the Members present may choose another Board Member as Chairperson.

9.8 Decision of Questions / voting

9.8.1 Questions arising at the General 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.

9.9 Disputed Votes at a Meeting

9.9.1 Objections to a vote or poll needs to be made at the time of that meeting or poll. The Chairperson has the right to close the voting thereafter, or determine a future timeframe for members to respond.

9.10 Amendment to Constitution

9.10.1 This Constitution may be amended by Special Resolution passed by threequarters majority of the members present and voting at an Annual or Special General Meeting.

10. VOTES OF MEMBERS

10.1 Manner of Voting

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

10.2 Appointment of Proxy

10.2.1 Any Member may appoint a proxy to act on their behalf at all or any meetings of the Board (whether that person is a Member or not).

10.3 Form of Proxy

10.3.1 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.

10.3.2 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.

10.4 Proxy to be Deposited at Office

10.4.1 The instrument appointing proxy shall be received by the office not less than forty-eight (48) hours before the time for holding the meeting.

10.5 Duration of Proxy

10.5.1 No proxy shall be valid after the expiration of twelve (12) months of date of its execution.

11. GIFT FUND

11.1 The Friends of Parks and Nature Gift Fund ("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 objectives of the Association. The fund must comply with subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth) (or successor section).

11.2 The Gift Fund will be managed in accordance with this section and the Rules at Schedule 2 of the Constitution.

11.3 The Gift Fund will only receive any gifts or money or property for the objectives and purposes of the Association. Gifts or money will be accepted in accordance with the Association's Gift Fund Policy (to be developed).

11.3.1 Any money received because of such gifts, together with interest earned by the Gift Fund, on those gifts, will be credited to the Gift Fund bank account. The Gift Fund will not receive any other money or property into its account and will comply with subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth) (or successor section).

11.4 The Association must inform the relevant Australian Government Department 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 Standing committee, or there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

11.5 The Association will comply with any rules that the Federal Treasurer and Minister with responsibility for the environment may make to ensure that gifts made to the Gift Fund are only used for its principal purpose.

11.6 A Standing Committee (known as the Gift Fund Standing 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.

11.6.1 The minimum requirement for the number of members appointed by the Association to the Gift Fund Standing committee to administer the Gift Fund and manage funds is three (3), with at least three (3) Board members present.

11.6.2 The Chair of the Gift Fund Standing Committee shall be a current Board member.

11.6.3 The Gift Fund Standing Committee shall meet at least quarterly.

11.6.4 Gift Fund Standing Committee members may resign at any time after giving official notice to the Board.

11.6.5 Any Standing Committee member may be dismissed if they cease to be a fit and proper person as defined by the Association and the [The Register of](#)

[Environmental Organisations - Guidelines, Commonwealth of Australia 2003](#),
or successor document.

- 11.7 Statistical information requested by a relevant Australian Government Department on donations to the Gift Fund will be provided within four months of the end of the financial year or as otherwise required by law. 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 [as per Section 30-270(4), *Income Tax Assessment Act 1997* (Cth) or successor section].
- 11.8 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 Australian Government and such decision shall be determined by the Board of the Association prior to being dissolved.

12. TERMINATION OF OFFICE

- 12.1 Office bearers shall complete their term of office unless:
- 12.1.1 They resign from that office;
 - 12.1.2 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;
 - 12.1.3 They cease to be a member of the Board;
 - 12.1.4 They become ineligible under the Constitution or the Act; or
 - 12.1.5 They become permanently incapacitated by ill-health or die.
- 12.2 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 subclause.

13. DECLARATION OF INTERESTS AND DEALINGS OF BOARD MEMBERS

- 13.1 Members of the Board who have an interest, including 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.
- 13.2 If Board members 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.
- 13.3 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.
- 13.4 All declarations of interest under this clause shall be recorded in the minutes.

14. SEAL

- 14.1 Custody of Seal

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

14.2 Authority for and Attestation of Seal

14.2.1 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.

15. CHEQUES, BILLS, ETC

15.1 All cheques, bills of exchange, promissory notes, and other forms of financial exchange 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.

16. SECRETARIAT

16.1 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.

17. MINUTES

17.1 The Secretary shall cause minutes to be duly recorded, including:

17.1.1 the names of the Board members present at each meeting of the Board and the names of the Board members or other persons present at each meeting of any committee; and

17.1.2 all resolutions and proceedings of all meetings of the Association and of meetings of the Board and any committee.

17.2 Chairperson to Sign Minutes

17.2.1 Unless the minutes of a meeting of the Association or of the Board are signed (including electronically 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 or 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.

18. ACCOUNTS

18.1 Records to be Kept

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

18.2 Retention of Records

18.2.1 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.

18.3 Inspection of Records

18.3.1 Such records shall be open to inspection by the Board.

19. AUDIT

19.1 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.

20. INDEMNITY OF OFFICERS

20.1 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:

20.1.1 in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted; or

20.1.2 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.

20.2 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:

20.2.1 documentary indemnity in favour of; or

20.2.2 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.

20.3 The benefit of each indemnity given in sub-clause 20.1 and 20.2 continues, even after its terms or the terms of sub-clause 20.3 are modified or deleted in respect of a liability arising out of acts or omissions occurring prior to the modifications or deletion.

20.4 Officer in sub-clause 20.1 and 20.2 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.

20.5 The indemnity in sub-clause 20.1 does not apply in respect of liability incurred by a person in their capacity as an employee of the Association.

21. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

21.1 The income and capital of the association shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf 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 objectives 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.

.. ends ..

SCHEDULES

Schedule 1

PROXY: FRIENDS OF PARKS and NATURE INC.

I/We,

(name of member or of group member)

of

(address)

being a financial member of Friends of Parks and Nature 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 and Nature Inc. to be held on the day of 20.....

Signed this day of20.....

.....

(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.

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 FRIENDS OF PARKS and NATURE 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 Standing committee are required to be "responsible persons" as defined by [The Register of Environmental Organisations - Guidelines, Commonwealth of Australia 2003](#).
- 7) The Gift Fund Standing 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 and Nature 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 Standing committee shall be at least fifty percent (50%) of the Standing committee members plus one.
 - (d) Members of the Standing 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.

