

**FAUNA RESCUE OF SOUTH AUSTRALIA INCORPORATED CONSTITUTION**

Amended 7<sup>th</sup> April 2008

To be read in conjunction with the Bylaws

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## **1. NAME**

The name of the Association is **Fauna Rescue of South Australia Incorporated** ("the Association").

## **2. OBJECTIVES**

The objectives of the Association are:

- 2.1 to support the rescue, rehabilitation, preservation and/or release of native wildlife.;
- 2.2 to contribute to the prevention of undue suffering to all wildlife;
- 2.3 to provide information to members and the community regarding the care and welfare of native wildlife;
- 2.4 to assist in the release of rehabilitated native fauna back into the wild from whence they came whenever appropriate.
- 2.5 to do all such other things incidental to the attainment of the objectives of the Association.

## **3. POWERS**

- 3.1 in addition to all the powers conferred by Section 25 of the Associations Incorporation Act, 1985 the Association has all the following powers;
- 3.2 to solicit, receive and accept donations, subscriptions, endowments, gifts, grants and loans of money or any other property.

## **4. MEMBERSHIP**

- 4.1 Members are persons or organisations who have:
  - (a) -agreed to accept the objectives of the Association and agreed to be bound by its rules;
  - (b) - paid the prescribed membership fee for:
    - single or concession single
    - family or concession family(Note: children less than 18 years are welcome to join but must do so with a supporting parent/guardian as family membership
  - student (over 18 years of age)
  - organisation).
  - (c) - applied in writing on the prescribed form for membership
  - (d) - been accepted by the membership steward unless overridden by the majority at the next committee meeting
- 4.2 the Committee has the right to refuse an applicant for membership or renewal of membership without reason.
- 4.3 an Organisation Member (ie) business/company/etc, may appoint a representative who may speak and vote on its behalf and be subject to the same constitutional rules and regulations as a member.
- 4.4 Honorary membership may be granted for a determined period of time, to whomsoever is deemed appropriate by the Committee. Honorary memberships are to be reviewed annually.
- 4.5 A person shall cease to be a member of the Association if:
  - (a) they submit a written resignation of membership to the Committee;
  - (b) they fail to pay their annual membership subscription within 30 days of it becoming due and payable;
  - (c) they are expelled in accordance with section 5 (Discipline or Expulsion of a Member).
- 4.6 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

## **5. DISCIPLINE OR EXPULSION OF A MEMBER**

- 5.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel, suspend or warn a member if, in the opinion of the committee, the member has engaged in conduct detrimental to the interests of the association.
- 5.2 Particulars of the charge must be communicated to the member at least 14 days before the meeting of the committee at which the matter will be determined.
- 5.3 The determination of the committee must be communicated to the member in writing and in the event of a determination to expel the member, the member must, (subject to 5.4 below), cease to be a member immediately.
- 5.4 It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal must be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- 5.5 In the event of an appeal under 5.4 above, the appellant's membership of the association may not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## **6. COMMITTEE**

- 6.1 Management is vested in the committee of not less than 10 and not more than 15 members who have been members of the association for at least 12 months immediately prior to nomination and have been active either as wildlife carers or participating on a Fauna Rescue Sub-committee for at least three (3) months.
- 6.2 Office Bearers and committee positions will be decided by the Committee at their first meeting held after the AGM.
- 6.3 The committee must at its first meeting following the AGM elect from its members the administrative positions as listed in the bylaws.
- 6.4 Vacancies may be filled by co-opting members. The committee may waive the requirement in clause 6.1 to co-opt a member if the applicant has the pre-required experience and/or the skills for the vacant position. The committee can function validly despite vacancies as long as the number of committee members is not below a quorum.
- 6.5 The committee must meet not less than 10 times a year. The committee may, subject to this constitution, determine its own procedures;
- 6.6 A quorum for a committee meeting is half the number of committee members.
- 6.7 Meetings may be called by the Chairperson and Secretary or two (2) committee members.
- 6.8 Notice of committee meetings must be given at the previous committee meeting or by 7 days written/electronic notice distributed to all committee members. In an emergency, notice of committee meetings may be given with such notice and by such means as subsequently ratified by the committee.
- 6.9 A committee member ceases to hold office upon:
  - (a) the presentation of written resignation to the secretary at the next committee meeting.
  - (b) ceasing to be a member of the Association
  - (c) absence from three committee meetings without satisfactory explanation or apology.
  - (d) preclusion by the Associations Incorporation Act
  - (e) becoming an insolvent under administration
  - (f) being permanently incapacitated by ill-health
  - (g) subject to giving the committee member an opportunity to be heard and/or to make submissions, the committee may censure or remove a committee member from their position for failure to perform the committee duties in a proper and acceptable manner.

- 6.10 The committee may appoint an administrative panel of, the Chairperson and in their absence the Assistant Chairperson, plus 2 other committee members who may decide on urgent matters which must be dealt with quickly. These decisions must be ratified at the next committee meeting. The two committee members must be chosen from the panel of four (4) appointed by the committee at its first meeting after the Annual General Meeting.
- 6.11 the committee may form sub-committees for specific purposes and may delegate any of its powers to the sub-committee. A member of a sub-committee does not need to be a member of the committee but must be a member of the Association. Sub committees must report back to the main committee regularly. A quorum for all subcommittees (excluding the admin panel sub committee) is half the number of sub committee members.
- 6.12 Decisions made by sub-committees must be ratified by the main Committee.
- 6.13 The committee will appoint coordinators from time to time to coordinate rescue, rehabilitation and release of wild life. Coordinators shall be responsible to the committee.
- 6.14 Members of the committee must declare their membership of other similar organisations and, as a committee member, always place the interests of the Association as the first priority. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association

## **7. Chairperson**

- 7.1 The chairperson must chair general and committee meetings. In the absence of the chairperson or assistant chairperson another member may be elected as chairperson for that meeting, by a majority of members present.
- 7.2 The chairperson of a meeting must encourage full balanced participation by all members and must decide on matters of order.
- 7.3 The chairperson together with the secretary must prepare the agenda for committee and general meetings. Members may submit agenda items to the Chairperson or Secretary.
- 7.4 The chairperson must also hold the position of Public Officer.
- 7.5 The chairperson must act as spokesperson for the Association.

## **8. Assistant Chairperson**

- 8.1 It is the duty of the Assistant Chairperson to fulfil the duties and responsibilities of the Chairperson in the absence of the Chairperson.

## **9. Secretary**

- 9.1 The secretary must give notice of meetings with an agenda in accordance with the provisions of this constitution.
- 9.2 The secretary must ensure that records of the association are kept, including the constitution and by-laws, policies register of minutes of meetings and of notices, a correspondence file, records of submissions and reports made by, to, or on behalf of the Association.
- 9.3 A member may inspect the books and records of the Association at no cost during ordinary business hours on giving reasonable notice to the secretary.

## **10. Treasurer**

- 10.1 The treasurer must ensure that records are kept of all receipts, payments and other financial transactions. All monies to be paid into an account authorised by the committee in the name of the Association. A special Gift Fund account shall be opened for the receipts of donations, monies of which are to be used for the betterment of the objectives of the Association.

- 10.2 The treasurer must ensure that financial accounts and statements are prepared and that a written report on the finances is submitted to the committee at each meeting.
- 10.3 The treasurer shall ensure that annual financial statements and a balance sheet shall be prepared following the end of the association's financial year which shall commence on 1<sup>st</sup> April ending on 31<sup>st</sup> March..
- 10.4 Cheques must be signed by any two of four authorised signatories. The authorised signatories are appointed by the committee, by a majority vote.
- 10.5 Financial records must be made available for inspection by any member upon request to the committee.

## **11. COMMON SEAL**

- 11.1 The public officer must ensure the safe keeping of the common seal which must only be affixed by resolution of the committee and in the presence of two officer bearers.

## **12. GENERAL MEETINGS (Special General Meeting and Annual General Meeting)**

- 12.1 Written or electronic notice of all general meetings, including notice of all items on the agenda, must be given to members with a minimum of 21 days notice.
- 12.2 A quorum for a general meeting is a minimum of 20 members.
- 12.3 If at any general meeting there is no quorum within 30 minutes of the time appointed for the time of the meeting then the meeting will be adjourned and held within 4 weeks. The quorum for the adjourned meeting is 12 members if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute a quorum
- 12.4 Special Meeting  
A Special Meeting must be called by the secretary within 28 days of receipt of a directive of the committee or a written request of 5 committee members or 10 members specifying the business to be conducted at the meeting. If the secretary fails to convene a Special General Meeting within 28 days of the date on which a requisition of committee members or members for the meeting is lodged, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date. Any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred. The only business which may be transacted at a Special General Meeting is the business set out in the notice of the meeting.
- 12.5 Annual General Meeting
  - (a) The annual general meeting must be held in July of each year at a time and place determined by the committee
  - (b) Nominations for positions on the committee will be accepted by the Secretary up to 14 days before the AGM
  - (c) The business of the Annual General Meeting is to:
    - (i) confirm the minutes of the preceding Annual General Meeting and any Special General Meeting held since that meeting;
    - (ii) receive a report on the Association's activities over the previous year;
    - (iii) receive the audited financial report for the previous financial year;
    - (iv) elect the new committee for the following year;
    - (v) appoint an auditor for the coming year;
    - (iv) such other items as the meeting agrees to place on the agenda.

## **13. VOTING, MEETING PROCEDURE AND MINUTES**

- 13.1 Any decision of any meeting of the Association (except matters that require a special resolution), including committee and subcommittee meetings must be determined by simple majority vote, except as otherwise required by this constitution or by the Associations Incorporation Act 1985.

- 13.2 All members over 18 years of age who have been members for a minimum period of 6 months may vote at a general meeting. Each such member shall have one vote only.
- 13.3 Voting is by show of hands except if voted to be by secret ballot or if a poll is demanded pursuant to clause 13.8.
- 13.4 In the event of the vote being equal by show of hands, then the vote must be decided by secret ballot. If it remains equal, then the chairperson has the casting vote.
- 13.5 Non members with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the chairperson but may not vote.
- 13.6 The Chairperson of a meeting at which a quorum is present may, with the consent of the majority of persons present at the meeting, adjourn the meeting from time to time and place to place.
- 13.7 A special resolution shall be passed if not less than three quarters of the members present (and able to vote) vote
- 13.8 A declaration of the person presiding at a general meeting that a resolution has been carried is conclusive evidence of that fact unless a poll is demanded.
- 13.9 If a poll is demanded by at least five members at a General Meeting (or by at least 2 committee members at a committee meeting), it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 13.10 Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose. The minutes kept must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- 13.11 The minutes kept shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 13.12 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

#### **14. DISPUTE RESOLUTION**

- 14.1 Disputes within the organisation are to be managed in accordance with the procedures set out in the bylaws.

#### **15. FAUNA RESCUE OF SOUTH AUSTRALIA INCORPORATED GIFT FUND**

- 15.1 The committee must ensure that a gift fund known as the “Fauna Rescue of South Australia Incorporated Gift Fund” is established that complies with subdivision 30-E of the Income Tax Assessment Act 1997 for the specific purpose of supporting the environmental objectives of the Association.

#### **15.2 FAUNA RESCUE OF SOUTH AUSTRALIA INC. GIFT FUND – CONDUIT POLICY**

- (a) The allocation by the Fauna Rescue of South Australia Inc. Gift fund of any funds or property to other organisations, persons or groups will be made in accordance with the established objectives of this association and not be influenced by the expressed preference or interest of a particular donor to the association.
- (b) The purpose of the “Fauna Rescue of South Australia Inc. Gift Fund” is to support the environmental objectives of Fauna Rescue of South Australia Inc.
- (c) The fund must be administered by a “Committee of Management” of no fewer than 3 persons
- (d) The “Committee of Management” will be appointed by the committee of Fauna Rescue of South Australia Inc. and the majority of members of the “Committee of Management” must have the required requisite degree of responsibility to the general community.

- 15.2 (e) Persons eligible to hold a position on the “Committee of Management” are those who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the environmental objectives of this association.
- (f) The committee of Fauna Rescue of South Australia Inc. will advise the Department of the Environment of any changes to the membership of the “Committee of Management ” or to the rules of the “Fauna Rescue of South Australia Inc. Gift Fund” within 30 days.
- (g) Statistical data about gifts to the “Fauna Rescue of South Australia Inc. Gift Fund” during the financial year ending 30th June [not the Association’s financial year] will be provided to the Department of the Environment within four months after the end of the financial year and in the form required by the Department.
- (h) Members of the general public will be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- (i) Money from interest on donations, income derived from donated property, and money from the realisation of such property will be deposited into the fund.
- (j) The fund will not receive any other money or property, including corporate sponsorship money, and gifts to it will be kept separate from other funds of this association.
- (k) The “Fauna Rescue of South Australia Inc. Gift Fund” will have a separate bank account into which money donated to the fund will be deposited, including interest accruing thereon.
- (1) Receipts will be issued in the name of “Fauna Rescue of South Australia Inc. Gift Fund” and proper accounting records and procedures will be kept and used for the fund.
- (2) Receipts issued in the name of “Fauna Rescue of South Australia Inc. Gift Fund” will contain :
- (i) the date the donation was received
- (ii) the name “Fauna Rescue of South Australia Inc.”
- (iii) the name “Fauna Rescue of South Australia Inc. Gift Fund”
- (iv) the signature of the person or persons authorised to sign on behalf of the fund.
- (v) the name of the donor
- (vi) the statement that “The Fauna Rescue of South Australia Inc. Gift Fund” is a gift fund listed on the Register of Environmental Organisations under item 6.1.1 of subsection 30 –55(1) of the Income Tax Assessment Act 1997.
- (vii) Donations of \$2.00 or more are tax deductible.
- (l) The fund will be operated on a non-profit basis. Money or property accumulated by the fund will not be distributed to members of this association [or the “Committee of Management” of the fund] apart from proper remuneration for administrative services.
- (m) In the event of the winding up of the “Fauna Rescue of South Australia Inc. Gift Fund”, any surplus assets will be transferred to another fund (or specific fund) with similar objectives that is on the Register of Environmental Organisations.
- (n) The fund will comply with any other rules that may from time to time be announced by the Treasurer or the Minister with responsibility for the environment.
- (o) The committee of management will meet at least once a year and tender a report to the Association’s committee on a regular basis.
- (p) COMPLIANCE WITH GOVERNMENT RULES  
Fauna Rescue of South Australia Incorporated Gift Fund will comply with any rules that the Federal Treasurer and or the federal minister for the environment, make to ensure that gifts to the organisation are used only towards the objectives of this association.

## **16. AMENDMENT TO CONSTITUTION**

- 16.1 The constitution may be amended at an Annual General Meeting or a Special Meeting called for that purpose.
- 16.2 Clause 2 "Objectives" can only be amended by a majority of not less than three quarters of the members present and eligible to vote.

## **17. LIABILITIES / INDEMNITY**

- 17.1 Persons who with the authority of the committee incur any debt or other liability on behalf of the Association may have such liability met by the Association so that they incur no personal loss.
- 17.2 All members, upon joining the association, agree to indemnify the association against any damage to themselves or their property including personal injury, sickness, death or property damage resulting from or caused as a result of performing any duty, task or function for or on behalf of the Association.
- 17.3 The liability of a member or officer to contribute towards the payments of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid subscription by the member or officer in respect of membership of the Association.

## **18. PROPERTY**

- 18.1 The income, property and funds of the Association are for the benefit and aims of the Association absolutely. Surplus funds or profits will not be paid or given to any members except as reimbursement of expenses incurred on behalf of the Association in accordance with clause 17(1) herein.

## **19. DISSOLUTION**

- 19.1 The Association may be dissolved by a special resolution at a meeting called for the purpose of winding up the association. Members must have been given at least 28 days written notice specifying the intention of that meeting.
- 19.2 The resolution must be passed by a majority of not less than three quarters of members present and eligible to vote at that meeting.
- 19.3 On dissolution, members present shall decide which group, promoting similar interests to those of the association, will receive all monies and property remaining after payment of all legal liabilities.
- 19.4 The costs of the winding up are payable out of the property of the Association.

## **20. INTERPRETATION OF THE CONSTITUTION**

- 20.1 The decision of the committee on the interpretation of the constitution or by laws is conclusive unless and until the decision is overruled by the Association in general meeting.
- 20.2 In the event of a situation arising which is not covered by the constitution, the Committee may obtain legal opinion and act in what it considers to be the best interests of the Association. Such act will be valid and binding unless and until the decision is overruled by the Association in general meeting.

## **21. POLICIES AND BY-LAWS**

- 21.1 The committee may from time to time pass, alter or rescind policies or by-laws for the due management and regulation of the affairs of the Association.
- 21.2 Any policies or by-laws duly passed by the committee are binding on all members of the Association.
- 21.3 Any policy or by-law passed shall be consistent with the provisions of this Constitution. In the event of an inconsistency between a policy or by-law and this Constitution the provisions of the Constitution shall prevail.
- 21.4 Any new policy or by-law, or any change to an existing policy or by-law shall be notified to the members within 60 days.

*Lodged with the Office of Consumer and Business Affairs on 29<sup>th</sup> July 2008 by  
Lynne Frances Jamieson (Public Officer) 10 Pegasus Court, Yatala Vale 5126 Tel 8251 6169*



**BYLAWS**

**FAUNA RESCUE OF SOUTH AUSTRALIA INC**

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**1 A Member's role and responsibility**

- (1) To abide by the Association's constitution, and by-laws, policy and procedures as set from time to time by the Association.
- (2) To consider the best interests of the "animal" above personal wants and emotions.
- (3) Where ever possible accept rescued fauna on behalf of the Association, even if it is immediately passed on to another member.
- (4) To maintain a record book of activities and to forward a regular copy to the Records Officer for statistical purposes. Records to be forwarded at three monthly intervals.
- (5) To develop skills by attending training sessions and networking with other members .
- (6) To consult the appropriate coordinator when requiring advice for the care of particular species.
- (7) To provide animals within their care, species specific housing, food, water and appropriate environmental conditions.

**2 Honorary Membership policy**

Honorary membership has the same status as a single member but with no fees.

**3 Complaints and Concerns Policy**

The Association acknowledges that all members have the right to be heard on issues of concern, and undertakes to address all concerns and grievances made about the service, members or Committee members, and to work towards an outcome satisfactory to all parties. This will be done without fear of retribution and in an equitable way. Grievance also refers to any complaint or concern.

All Complaints, Concerns or Grievances should be addressed to the Resolution Officers, P.O. Box 241, Modbury North, 5092. Copies of the full Complaints and Concerns Policy can be obtained from The Secretary at the above address.

**4 Committee positions and duties (including assistants)**

**(1) Membership Steward -**

To record all details of membership applications, send out renewals, maintain a register of members and distribute monthly membership update lists to coordinators.

**(2) Maintenance and Property Officer -**

To arrange for maintenance to be carried out on property owned by Fauna Rescue and to maintain a register recording the location of that property.

**(3) Editor -**

To produce an informative newsletter which reflects the principles of Fauna Rescue. This is to be proof read by the assistant Editor.

**(4) Records Officer -**

To record details of all rescues and for compilation of returns to comply with National Parks and Wildlife Service as required.

**(5) Publicity Officer -**

The Publicity Officer shall arrange presentations and publicity on behalf of the Association. The publicity officer will manage some fund raising activities in conjunction with presentations.

**(6) Public Officer -**

Shall ensure the safe keeping of the common seal which shall only be affixed by resolution of the committee.

**(7) Phone co-ordinator-**

To co-ordinate the answering of calls directed to Fauna Rescue.

**(8) Web Site Officer -**

To maintain the Association's web site.

**5 Administrative panel**

The administrative panel may be used for the processing of urgent matters which require prompt action and decisions can be made without having to call a special committee meeting or having to canvass every committee member. When possible the committee would set guidelines as to just what authority the panel would have. Such decisions made by the panel would have to be ratified at the next committee meeting; any dissent would have to be recorded as a vote of the committee. The panel must not have two persons from the same household. The panel members may be rotated as required.

**6 A Co-ordinator's role and responsibilities - (advisory capacity)**

- (1). To be aware which members have the necessary knowledge, skills and conditions for the care of specific fauna.
- (2). To place incoming fauna with appropriate carers.
- (3). To maintain a register of carers.
- (4). To inform the committee of training needs.
- (5). To ensure all fauna is appropriately prepared for captivity or for planned release.
- (6). To assist any member in attaining the skills to competently manage the care of selected species.
- (7). To present coordinator reports for AGMs.