

# Friends of Black Hill and Morialta Incorporated

## Constitution

Adopted  
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## Table of Contents

1. NAME.....	3
2. DEFINITIONS.....	3
3. OBJECTIVES.....	4
4. POWERS OF THE ASSOCIATION.....	4
5. MEMBERSHIP.....	4
5.5 Subscriptions.....	5
5.6 Non-financial Members.....	5
5.7 Revocation of Membership.....	5
5.8 Resignation.....	5
6. THE COMMITTEE.....	6
6.1 Powers and duties.....	6
6.2 Appointment.....	6
6.3 Nominations.....	6
6.4 Proceedings of committee.....	6
6.5 Quorum.....	7
7. THE SEAL.....	7
8. PATRONS.....	7
9. GENERAL MEETINGS.....	7
9.1 Notice of Meetings.....	7
9.2 Annual General Meeting.....	7
9.3 Special General Meetings.....	8
9.4 Representation at General Meetings.....	8
9.5 Quorum.....	8
9.6 Lapse of Meetings.....	8
9.7 Voting.....	8
10. MINUTES.....	8
11. DISPUTE RESOLUTION.....	9
12. FINANCE.....	9
12.1 Financial Year.....	9
12.2 Conduct of Finances.....	9
12.3 Auditor.....	9
12.4 Gift Fund.....	9
13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.....	10
13. WINDING UP THE ASSOCIATION.....	10
14. APPLICATION OF SURPLUS ASSETS.....	10
15. AMENDMENT TO CONSTITUTION.....	11

## **1. NAME**

The name of the incorporated association is: Friends of Black Hill and Morialta Incorporated, referred to herein as “the association”.

## **2. DEFINITIONS**

2.1 "Committee" means the committee of management of the association.

2.2 “General Meeting” means a general meeting of members of the association convened in accordance with these rules.

2.3 “Member” means a financial member of the association.

2.4 “The Act” means the Associations Incorporation Act 1985

2.5 “Special Resolution” means a special resolution defined in the Act

2.6 “Month” shall mean a calendar month

2.7 "Reserve" shall be as defined under the National Parks and Wildlife Act 1972 and as subsequently amended

2.8 “The Department” means the administrative unit responsible for administering the National Parks and Wildlife Act 1972 and as subsequently amended

2.9 "Friends of Parks Scheme" means the scheme coordinated by the Department under which Endorsed Projects are conducted.

2.10 “Gift Fund” means the Friends of Black Hill and Morialta Gift Fund referred to in Clause 12.4

### **3. OBJECTIVES**

The association is established to be a charity with a purpose of conserving, protecting and restoring our environment by:

3.1 Fostering a public interest in the conservation, protection and preservation of natural and heritage assets of Reserves;

3.2 Working in partnership with the Department's staff to further the interests of the Reserves;

3.3 Providing voluntary assistance to the Department;

3.4 Planning and implementing projects intended to conserve and preserve natural and heritage assets in Reserves;

3.5 Organising and managing a group under the Friends of Parks scheme specifically focused on the interests of Morialta, Black Hill and Horsnell Gully Conservation Parks;

3.6 Raising funds to resource activities designed to further the objectives of the association;

3.7 Conducting research and field investigation to record natural assets, people and places including events of historical interest relevant to Reserves;

3.8 Cooperating with persons or organisations having similar aims or like interests excluding support for registered political parties.

### **4. POWERS OF THE ASSOCIATION**

4.1 The Association shall have all the powers conferred by section 25 of the Act.

### **5. MEMBERSHIP**

5.1 Membership shall be available to any person who supports the objects of the association and agrees to be bound by its rules.

5.2 Application for membership shall be made in writing (including by electronic means)

5.3 Upon acceptance by the committee of the application and upon payment of the first annual subscription, the applicant shall be a member.

5.4 The association shall have the following categories of membership:

(a) Single Membership

A Single Member is an Individual who pays the full membership subscription and is entitled to one (1) vote.

(b) Concessional Membership

A Concessional Member is an Individual whom the Association considers merits reduction in membership fees through circumstances; a student, pensioner or unemployed person for example, who has the privilege of Single Membership but at a reduced subscription rate.

(c) Family Membership

A family shall consist of a couple or parent(s) and dependent children who pay the family membership subscription rate. Only members of 18 years of age or more are entitled to one (1) vote each and only two (2) to have voting rights.

(d) Group Membership (Schools, service clubs and other similar organisations).

Groups who have paid the appropriate membership fee may elect a representative from within their membership to represent them at any general or other meeting of the association. The representative is entitled to one vote.

### **5.5 Subscriptions**

Subscriptions of members shall fall due on the 1st day of October in each year. The amount to be paid annually as subscription by each category of membership shall be fixed from time to time at a General Meeting. At the discretion of the committee, a discount may be offered to members who elect to receive their newsletter electronically.

New memberships paid after 1 April may be granted membership for the balance of the current year, and the following 12 months.

### **5.6 Non-financial Members**

A member whose Annual Subscription remains unpaid before the commencement of the Annual General Meeting shall be deemed non-financial and such member shall have no vote in association affairs until such arrears have been paid.

Any member whose subscription is in arrears for twelve (12) months shall cease to be a member.

### **5.7 Revocation of Membership**

(a) The Committee shall have the right of revoking membership if, in its opinion, a member has acted contrary to the Objectives of the association.

(b) A member whose membership is being revoked shall, if they so desire, be granted time at a General Meeting to speak to and/or appeal against this revocation of membership.

### **5.8 Resignation**

A member may withdraw from the association by delivering to the Secretary written notice of the intention to resign.

A resigning member shall return any property of the association in their possession within 4 weeks of their notice of resignation.

Upon a person resigning for any reason whatsoever a refund of fees shall not apply.

## **6. THE COMMITTEE**

### **6.1 Powers and duties**

- (a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, 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 a general meeting.
- (b) The committee has the management and control of the funds and other property of the association.
- (c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (d) The committee shall appoint a public officer as required by the Act.

### **6.2 Appointment**

- (a) The committee shall be comprised of the following office bearers: president; vice-president; secretary; treasurer; public officer and other members.
- (b) A committee member shall be a natural person.
- (c) These positions shall be filled at the Annual General Meeting.
- (d) The committee may appoint a member to fill a vacancy, and that member shall hold office until the next annual general meeting.

### **6.3 Nominations**

- (a) Nominations for office bearers shall be delivered to the Secretary one week before the Annual General Meeting.
- (b) The nomination must be accepted by the nominee to be valid.
- (c) When the number of nominations received provides candidates equal to or less than the number of positions to be filled the Chair shall at the next Annual General Meeting declare all such candidates elected. Should any vacancy remain after such declaration the chair shall immediately invite nominations from among those present and eligible to nominate.
- (d) Should the number of candidates exceed the number of vacancies an election by show of hands or by ballot, as the Chair shall decide, shall be held forthwith and, on the election being determined, the Chair shall declare the successful candidate or candidates elected.
- (e) If between two Annual General Meetings a vacancy of office bearers should occur the committee shall make an appointment to fill such vacancy.

### **6.4 Proceedings of committee**

At any Committee Meeting of the Association each member may be represented in person (including electronic media such as phone or video call) only (no proxy votes will be accepted).

Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

Where time restrictions require a decision to be made before the next general meeting, the matter may be determined by agreement by the majority of committee members electronically (e.g. via email).

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.

### **6.5 Quorum**

The Quorum at each meeting of the Committee shall be half the number of people on the committee or four (4), whichever is the lower number. There shall be no quorum necessary at Subcommittee meetings.

## **7. THE SEAL**

The Seal shall not be used without the express authorisation of the committee and every use of the seal shall be recorded in the minutes

The affixing of the seal shall be witnessed by two officebearers.

## **8. PATRONS**

A Patron shall be an organisation or an Individual who in the opinion of the Association has contributed substantially to the Objectives and/or assets of the Association and the Department,

## **9. GENERAL MEETINGS**

### **9.1 Notice of Meetings**

Notice of Meetings, with the exception of subcommittees, shall be forwarded to all members at least fourteen (14) clear days before the date fixed for the meeting.

### **9.2 Annual General Meeting**

(a) An Annual General Meeting shall be held not later than three (3) months after the close of the financial year.

(b) The business of the Annual General Meeting shall be:

- (i) to confirm the minutes of the previous annual general meeting and of any special general meeting since that meeting
- (ii) To present the accounts and reports of the committee and the auditor's report (if available).
- (iii) The election of committee members
- (iv) The appointment of auditors
- (v) Any other business requiring consideration by the association in the general meeting.

An item, submitted by a member will be accepted for inclusion in the agenda for any meeting provided that the proposal, together with any necessary

explanatory matter, is received by the Secretary and/or President at least 24 hours prior to the commencement of a meeting.

### **9.3 Special General Meetings**

The committee may call a special general meeting of the Association at any time. The Committee shall convene a Special Meeting within 28 days of the receipt by the Secretary of a request in writing stating the reason for requiring a Special Meeting signed by at least 10 per cent of the financial members.

### **9.4 Representation at General Meetings**

At any Committee Meeting of the Association each member may be represented in person (including electronic media such as phone or video call) only (no proxy votes will be accepted).

### **9.5 Quorum**

The Quorum at each general meeting shall be five (5).

### **9.6 Lapse of Meetings**

If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a general meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

### **9.7 Voting**

- (a) All elections shall be decided by a simple majority vote.
- (b) Each Financial Member shall be entitled to vote in person on any action submitted to any Meeting. (refer to 5.4)
- (c) Voting in person shall be by show of hands, division or ballot as circumstances shall require and as determined by the Chairperson.
- (d) when voting on a question for decision results in equal votes in favour and against, the question shall be deemed to be lost. The chairperson may decide to allow the question to be further debated at that meeting or adjourned to a subsequent meeting.

## **10. MINUTES**

- (a) proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be retained and stored in such a way to provide future reference to members
- (b) the minutes kept pursuant to this clause must be confirmed by the members of the association or the members of the committee, as relevant, at the subsequent meeting
- (c) the minutes kept pursuant to this clause shall be signed by the officer chairing the meeting at which the minutes are confirmed
- (d) where minutes are entered and confirmed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that the proceedings held at the meeting shall be deemed to have been duly held, and that all decisions and appointments made at the meeting shall be deemed to be valid

## **11. DISPUTE RESOLUTION**

Any dispute between a member and another member, or between a member and the association shall be adjudicated by the committee in accordance with dispute resolution procedures provided in the Act

## **12. FINANCE**

### **12.1 Financial Year**

The financial year of the Association shall commence on the 1st October.

### **12.2 Conduct of Finances**

- (a) Withdrawal of any monies from the Association's account(s) shall be by authorised by any two account signatories.
- (b) The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- (c) The accounts, together with the auditor's report on the accounts (subject to availability) shall be laid before members at the annual general meeting.
- (d) The Treasurer shall at least once in each month pay all Association's monies received into the Association's bank account.

### **12.3 Auditor**

An Auditor who is not a member of the Association shall be appointed at the Annual General Meeting.

### **12.4 Gift Fund**

- (a) The Committee shall establish and maintain a public fund to be called the Friends of Black Hill and Morialta Gift Fund, hereinafter referred to as "the Gift Fund", for the specific purpose of supporting the environmental objects/purposes of the association. The Gift Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Gift Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- (b) The Gift Fund shall be used for the environmental purposes of the association in support of the objects of the Association.
- (c) All gifts received by the Gift Fund shall be kept separate from the operations of the association.
- (d) All interest on money in the Gift Fund and all money derived from property in the Gift Fund shall be paid to the Gift Fund.
- (e) The bank account kept for the Gift Fund shall be named "Friends of Black Hill and Morialta Gift Fund". Receipts of the Gift Fund shall be issued in the name of the "Friends of Black Hill and Morialta Gift Fund".
- (f) The Gift Fund is to be administered by a Gift Fund Committee. The Gift Fund Committee shall number at least three (3) and shall comprise of the President, the Treasurer, and the Secretary. It shall include extra members as required to ensure that it

has a majority of the members of the Gift Fund Committee who are “responsible persons” as defined by the Guidelines to the Register of Environmental Organisations.

(g) The Gift Fund Committee shall distribute money from the Gift Fund only to promote the protection of the environment in accordance with the objects of the association.

(h) Any allocation of money or property by the association to other persons or organisations shall be made in accordance with the objects of the association and shall not be influenced by the expressed preference or interest of a particular person who may have made or offered to make a donation or gift to the association.

(i) 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)]

(j) The association shall comply with any other rules that the Treasurer or the Minister with responsibility for the environment make to ensure that gifts made to the fund are used only for its principal purpose.

(k) Should the Gift Fund be wound up, any monies held in it shall be paid into the gift fund of another environmental organisation entered on the Register of Environment Organisations established under sub-paragraph 30.280 of the Income Tax Assessment Act 1997 and such decision shall be determined by the committee of the Association prior to it being dissolved.

(l) Members of the public are invited to make gifts of money or property to the Fund for the environmental purposes of the organisation.

(m) The fund will be operated on a not-for-profit basis.

### **13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the association shall be applied exclusively to the promotion of its objects 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

### **13. WINDING UP THE ASSOCIATION**

The association may be wound up in the manner provided for in the Act.

### **14. APPLICATION OF SURPLUS ASSETS**

(a) 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 has rules which prohibit the distribution of its assets and income to its members.

The association may determine to distribute surplus assets to nominated charities.

(b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

## **15. AMENDMENT TO CONSTITUTION**

15.1 This Constitution may be amended at any Annual General Meeting of the Association or at a Special General Meeting called for the purpose provided that not less than two-thirds (2/3rds) of the votes cast shall affirm the amendment

15.2 A proposal to alter the Constitution shall be made by

- a) the committee or
- b) proposed by a financial member, submitted in writing addressed to the Secretary and signed by at least five financial members

15.3 Notice of any such proposal shall be forwarded to each member at least 28 days in advance of the meeting at which it is to be voted upon.

15.4 The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

15.5 Should any clause in this constitution be inconsistent (except as permitted) with the provisions of the Act as may be amended from time to time, the Act shall prevail and these clauses shall be invalid only to the extent of the inconsistency.

15.6 Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed.

Original Constitution Lodged 06/11/1989  
Amendments adopted at AGM 22/11/2017