

# CONSTITUTION AND MODEL RULES

## Waterfall Springs Conservation Association Incorporated

(Incorporation Number: INC9877554 dated 9<sup>th</sup> May 2002)

### RULE 1. WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT.

A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act, 1981*, has, if the context permits, the meaning given by the Act.

### RULE 2. NAME:

2:1. The name of the organisation shall be:

**Waterfall Springs Conservation Association Incorporated,**  
(in these Rules called the “Association”).

### RULE 3. OBJECTS AND MISSION STATEMENT:

- 3:1. The mission and long term goal of the Waterfall Springs Conservation Association Incorporated is to provide a “not for profit” sanctuary for the breeding and study of endangered species of wildlife.
- 3:2. To actively contribute to the Recovery Programmes for the **Brush-tailed Rock wallaby, (BTRW) *Petrogale penicillata***, (of which there are 3 separate sub-species, Northern, Central and Southern) -
- 3:2:1. The Northern Sub-species of **BTRW**, is listed as Vulnerable in Queensland, the Central Sub-species of **BTRW**, as Endangered in New South Wales, and the Southern Sub-species of **BTRW**, as Extinct in the Australian Capital Territory and critically Endangered in Victoria, and -
- 3:2:2.. on behalf of the Victorian **BTRW** Recovery Programme –  
to construct facilities and conduct a surrogate captive breeding programme, and –
- 3:2:3. on behalf of the New South Wales **BTRW** Recovery Programme –  
to construct facilities and conduct a captive breeding programme.
- 3:3. To capture and repatriate to Australia the colony of **BTRW** that are of Central (Blue Mountains) origin, currently inhabiting Kawau Island, New Zealand, to where they (along with 3 other species of Wallaby) were introduced by Governor Grey some 100 years ago.
- 3:3:1. Being considered an introduced pest on Kawau, all Wallabies on the island face extermination by 2006, and –
- 3:3:2. the Repatriation Project is being conducted by Waterfall Springs with the full support and assistance of the New Zealand Department of Conservation.
- 3:4. At Waterfall Springs the Kawau animals will act as Surrogates for the Southern **BTRW** breeding programme and participate in the managed breeding programme for the Central sub-species

- 3:5. To provide researchers, students and the community with a facility and a unique opportunity to study various species and, with the influence and assistance of government at all levels and the community, will initiate a “best practice” model for a conservation partnership/project that will benefit future generations.
- 3:6.. To encourage the preservation of all threatened wildlife, ecosystems and geological features, including those sites known or suspected to have sacred or cultural significance for the Aboriginal people; and
- 3:7. To set up a Web Site on the Internet to publicise the above objectives with, possibly, an “on line” facility for potential members to ascertain subscription rates and down load an application form for Membership.
- 3:8. To establish a Public Fund under the Association’s Constitution and Rules for all donations received for the specific purpose of supporting the Association’s Environmental objectives.
- 3:9. The Fund will be called the "**Waterfall Springs Foundation Endangered Species Fund**" and it must comply with all the requirements of **Sub-division 30-E of the Income Tax Assessment Act 1997.**
- 3:10. To apply for, and obtain, a Certificate of Sanction under the "**Collections Act 1966**" as a pre-requisite for the Association’s fund raising activities to further its objectives.

#### **RULE 4.**

#### **POWERS:**

- 4:1. The Association has the powers of an individual.
- 4:2. The Association may, for example –
- 4:2:a. enter into contracts; and
  - 4:2:b. acquire, hold, deal with and dispose of property; and
  - 4:2:c. make charges for services and facilities it supplies; and
  - 4:2:d. do other things necessary or convenient to be done in carrying out its affairs.
- 4:3. The Association will not enter into any financial arrangements that will involve financial loans, financial exposure, risk, or liability of any sort, on its part.  
The one exception to this provision is that the Association shall be permitted to receive money by way of a loan from Comserv (No.3036) Pty Ltd, for the purpose of continuing the wallaby breeding program it has undertaken.  
The Association shall be at liberty to repay from the Fund any moneys, without interest, borrowed from Comserv (No.3036) Pty Ltd.
- 4:4. Subject to restrictions laid down in Rule 4:3. invest and deal with the Association’s funds, not immediately required, in such manner as may, from time to time be thought fit, subject where applicable, to **Regulation 32(14) of the Collections Regulations 1975.**
- 4:5. Where it furthers the objects of the Association to amalgamate with any one or more other organisation(s) having similar objects, the other organisation(s) must have rules prohibiting the distribution of its/their assets and income to Members to the extent at least as great as that imposed on the Association, under or by virtue of Rule 35:3. and must be approved by the Commissioner for Taxation for the purpose of **Sub-Section 78(4) and (5) of the Income Tax Assessment Act (1936).**



6:2. Is payable when, and in the way, the Management Committee decides.

**RULE 7.                   ADMISSION AND REJECTION OF MEMBERS:**

7:1. The Management Committee must consider an application for membership at the next meeting of the Committee held after it receives –

7:1:a. the application; and

7:1:b. the appropriate membership fee for the application.

7:2. The Committee must decide at the Meeting whether to accept or reject the application.

7:3. If the Management Committee Members present at the Meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member.

7:4. The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision

7:5. A financial Member at any material time is a Member who is not then indebted to the Association in respect of Annual subscription or levy or other payment whatsoever.

7:6. Only those Members who are financial Members at the time shall be entitled, subject to the lawful procedure of the Meeting, to speak or vote upon any motion at any General Meeting of the Association.

**RULE 8.                   WHEN MEMBERSHIP ENDS:**

8:1. A Member may resign from the Association by giving a written notice of resignation to the Secretary.

8:2. The resignation takes effect on –

8:2:a. the day and the time the notice is received by the Secretary; or

8:2:b. if a later date is stated in the notice – the later day.

8:3. The Management Committee may terminate a Member's membership if the member -

8:3:a. is convicted of an indictable offence; or

8:3:b. does not comply with any of the provisions of these Rules; or

8:3:c. has membership fees in arrears for at least two months; or

8:3:d. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association

8:4. Before the Management Committee terminates a Member's membership, the Management Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.

8:5. If, after considering all representations made by the Member, the Management Committee must give the Member a written notice of the decision.

**RULE 9.                   APPEAL AGAINST REJECTION OR TERMINATION OF**

### **MEMBERSHIP:**

- 9:1. A person whose application for membership has been rejected or whose membership has been terminated may give the Secretary written notice of the person's intention to appeal against the decision.
- 9:2. A notice of intention to appeal must be given to the Secretary within 1 (one) month after the person receives written notice of the decision.
- 9:3. If the Secretary receives a notice of intention to appeal, the Secretary must, within 3 (three) months after the day of receipt, call a General Meeting to decide the appeal.
- 9:4. At the meeting the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 9:5. Also, the Management Committee and the Committee Members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- 9:6. An appeal must be decided by the vote of the Members present at the meeting.
- 9:7. If a person whose application has been rejected does not appeal against the decision within 1 (one) month the Secretary must, as soon as practicable, refund the application fee paid by the person.

### **RULE 10.**

### **REGISTER OF MEMBERS:**

- 10:1. The Management Committee must keep a Register of Members of the Association.
- 10:2. The Register must include the following particulars for each Member –
  - 10:2:a. The Member's full names, address and phone number (s), also the E-mail address of the Member – if applicable); and
  - 10:2:b. the date of admission as a Member and the amount of the annual subscription; and
  - 10:2:c. the date of death or resignation of Member; and
  - 10:2:d. details about the termination or reinstatement of membership; and
  - 10:2:e. any other particulars the Members of the Management Committee may, from time to time, decide.
- 10:3. The Register can also be held in a Computer Database, which can be printed out if required.
- 10:4. The Register must be open for inspection at all reasonable times.
- 10:5. However, before the Member may inspect the register, the Member must apply to the Secretary to inspect it.
- 10:6. It is the duty of all Members to notify the Secretary of any change of address, their E-mail address or any other particulars.

### **RULE 11.**

### **SECRETARY:**

- 11:1. The Members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 (one) month of Incorporation.
- 11:2. The Secretary must be an individual residing in New South Wales, who is –
  - 11:2:a. a member of the Association’s Management Committee;
  - 11:2:b. a member of the Association;
  - 11:2:c. another person.
- 11:3. The Management Committee may appoint or remove the Association’s Secretary at any time.

**RULE 12. MEMBERSHIP OF THE MANAGEMENT COMMITTEE:**

- 12:1. The management of the Association shall be vested in a Management Committee consisting of a Chairperson, Vice-Chairperson, Treasurer, Secretary and Publicity Officer, and such other officers as shall be decided, from time to time, by the Members of the Association at the Annual General Meeting.
- 12:2. Office Bearers shall be elected annually at the Annual General Meeting with nominations for all positions taken from the floor at the Meeting.
- 12:3. Candidates must be proposed and seconded by Members and a vote taken. In the event of an equality of votes, the Chairperson nominated to control the Meeting, has a second or casting vote.
- 12:4. A member of the Management Committee may fill any casual vacancy occurring among the Office Bearers and the person, so appointed to fill such vacancy, shall hold office for the unexpired term of the member so replaced.
- 12:5. At each Annual General Meeting of the Association, the Members of the Management Committee must retire from office, but are eligible, on nomination for re-election.

**RULE 13. MEETINGS OF THE MANAGEMENT COMMITTEE:**

- 13:1. Subject to Sub-sections 13:2. to 13:16. (inclusive) the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 13:2. The Management Committee shall meet at least once every 4 (four) calendar months to exercise its functions.
- 13:3. The Committee must decide how a meeting is to be called.
- 13:4. Notice of a meeting is to be given in a way decided by the Committee.
- 13:5. If the Secretary receives a written request, signed by at least 33% of the Management Committee members, the Secretary must call a Special Meeting of the Committee
- 13:6. A request for a Special Meeting must state –
  - 13:6:a. why the special meeting is being called; and
  - 13:6:b. the business to be conducted at the meeting.

- 13:7. At a Management Committee meeting, the quorum shall consist of a minimum of 3 (three) members elected or appointed to the Management Committee as at the close of the last General Meeting.
- 13:8. A question arising at a Committee meeting is to be decided by a majority of votes of Committee Members present at the meeting. However, if the votes are equal, the Chairperson shall have a second or casting vote.
- 13:9. A Management Committee Member must not vote on a question about a Contract or proposed Contract with the Association if the Member has an interest in the Contract or proposed Contract, and if the Member does vote the Member's vote must not be counted.
- 13:10. The Secretary must give each Management Committee Member at least 14 (fourteen) days notice of a Special Meeting of the Committee.
- 13:11. A notice of a Special Meeting must state –  
13:11:a. the day, time and place of the meeting; and  
13:11:b. the business to be conducted at the meeting.
- 13:12. The Chairperson, or if there is no Chairperson, or if the Chairperson is not present within 10 (ten) minutes after the time fixed for a Committee meeting, the Vice-Chairperson is to preside as Chairperson at the meeting.
- 13:13. If the Chairperson and the Vice-Chairperson are absent from a Management Committee meeting, then the Members may choose one of their number to preside as Chairperson at the meeting.
- 13:14. If a quorum is not present within 30 (thirty) minutes after the time fixed for a Management Committee meeting called on the request of Committee Members, the meeting lapses.
- 13:15. If a quorum is not present within 30 (thirty) minutes after the time fixed for a Management Committee meeting called other than on the request of Committee members, the meeting is to be adjourned to –  
13:15:a the same day time and place in the next week; or  
13:15:b a day, time and place decided by the Committee.
- 13:16. If, at the adjourned meeting mentioned in sub-section 13:15, a quorum is not present within 30 (thirty) minutes after the time fixed for the meeting, the meeting lapses

**RULE 14. VACANCIES ON MANAGEMENT COMMITTEE:**

- 14:1. If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another Member of the Association to fill the vacancy until the next Annual General Meeting.
- 14:2. The continuing member or members may act despite a casual vacancy on the Management Committee.
- 14:3. However, if the number of Committee Members is less than the number fixed under these rules as a quorum of the Management Committee, the continuing Members may act only to –

- 14:3:a. increase the number of Management Committee Members to the number required for a quorum; and
- 14:3:b. call a General Meeting of the Association.

**RULE 15. RESIGNATION OR REMOVAL OFFICE OF A MEMBER OF THE MANAGEMENT COMMITTEE:**

- 15:1. The position of a member of the Management Committee or of a trustee shall become vacant –
  - 15:1:a. Upon his/her decease
  - 15:1:b. If he/she resigns his/her office by giving notice in writing to the Association's Secretary.
  - 15:1:c. The resignation takes effect on the day and at the time the notice is received by the Secretary; or
  - 15:1d. if a later day is stated in the notice – the later day.
- 15:2. A Member may be removed from office at any General Meeting of the Association for any of the following reasons, if a majority of Members present at the Meeting in favour of removing the Member –
  - 15:2:a. If he/she becomes bankrupt or makes any arrangements of composition with his/her creditors.
  - 15:2:b. If he/she becomes mentally ill or a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health.
  - 15:2:c. If he/she is absent for more than six months without leave of the Committee from meetings of the Committee held during that period
  - 15:2:d. If he/she ceases to be a member of the Association.
  - 15:2:e. Upon a resolution being passed by a two-thirds majority of members present at a properly constituted general meeting specially called for the purpose, to remove him/her from office.
  - 15:2:f. If he/she holds any office for profit under the Association.
  - 15:2:g. If he/she is directly or indirectly interested in any contract or proposed contract with the Association.
- 15:3, Before a vote of Members is taken about removing the Member from Office, the Member must be given a full and fair opportunity to show cause why he/she should not be removed from Office.
- 15:3. A Member has no right of appeal against the Members removal from office under this section

**RULE 16. FUNCTIONS OF THE MANAGEMENT COMMITTEE:**

- 16:1. Subject to these rules or a resolution of the Association Members carried at any General Meeting, the Management Committee –
  - 16:1:a. has the general control and management of the administration of the affairs, property and funds of the Association; and
  - 16:1:b. has authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.

**RULE 17. DELEGATION OF MANAGEMENT COMMITTEE POWERS:**

- 17:1. The Management Committee may delegate the whole or part of its powers to a Sub-Committee consisting of the Association Members considered appropriate by the Committee.
- 17:2. A Sub-Committee may only exercise delegated powers in the way the Management Committee decides.
- 17:3. A Sub-Committee may elect a Chairperson of its meetings.
- 17:4. If a Chairperson is not elected, or if the Chairperson is not present within 10 (ten) minutes after the time fixed for a meeting, the Members present may choose one of their number to be Chairperson of the meeting.
- 17:5. A Sub-Committee may meet and adjourn as it considers appropriate.
- 17:6. A question arising at a Sub-committee meeting is to be decided by a majority vote of the Members present at the meeting and, if the votes are equal, the question is decided in the negative.

**RULE 18. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS:**

- 18:1. An act performed by the Management Committee, a Sub-committee or a person acting as a Member of the Management Committee is taken to have been validly performed.
- 18:2. Subsection (18:1.) applies even if the act was performed when –
- 18:2:a. there was a defect in the appointment of a Member of the Management Committee, Sub-committee or a person acting as a Member of the Management Committee; or
- 18:2:b. a Management Committee Member, Sub-committee Member or a person acting as a Member of the Management Committee was disqualified from being a Member.

**RULE 19. RESOLUTIONS OF THE MANAGEMENT COMMITTEE WITHOUT MEETING:**

- 19:1. A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a Committee Meeting is as valid and effectual as if it had been passed at a Committee Meeting that was properly called and held.
- 19:2. A resolution mentioned in sub-section 19:1. may consist of several documents in like form, each signed by one or more Members of the Committee.

**RULE 20. ANNUAL GENERAL MEETING:**

20. The Annual General Meeting of Members shall be held during the month of August in each year.

**RULE 21. BUSINESS TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING:**

21. The following business must be transacted at every Annual General Meeting –



- 24:1. Subject to Sub-section 24:5. at a General Meeting the number of Members equal to double the number of Members presently on the Management Committee, plus one form a quorum.
- 24:2. No business may be conducted at a General Meeting unless a quorum of Members is present when the Meeting proceeds to business.
- 24:3. If a quorum is not present within 30 (thirty) minutes after the time fixed for a General Meeting called on the request of Members of the Management Committee of the Association , the meeting lapses.
- 24:4. If a quorum is not present within 30 (thirty) minutes after the time fixed for a General Meeting called other than on the request Members of the Management Committee or Association, the meeting is to be adjourned to –
  - 24:4.a. the same day, time and place in the next week; or
  - 24:4.b. a day, time and place decided by the Management Committee.
- 24:5. If at an adjourned meeting, a quorum under sub-section 25:1 is not present within 30 (thirty) minutes after the time fixed for the meeting, the Members present form a quorum.
- 24:6. The Chairperson may, with the consent of any meeting at which a quorum is present and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 24:7. If a meeting is adjourned under sub-section 24:6. only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 24:8. The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 (thirty) days.
- 24:9. If a meeting is adjourned for at least 30 (thirty) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting

**RULE 25.                      PROCEDURE AT GENERAL MEETING:**

- 25:1. Subject to these rules, at each General Meeting –
  - 25:1.a. the President or, if there is no Chairperson or if the Chairperson is not present within 15 (fifteen) minutes after the time fixed for the meeting or is unwilling to act, the Vice-Chairperson is to preside as Chairperson; and
  - 25:1.b. if the Vice-Chairperson is absent or unwilling to act as Chairperson, the Members present must elect one of their number to be Chairperson of the meeting; and
  - 25:1.c. the Chairperson must conduct the meeting in a proper and orderly way; and
  - 25:1.d. every question, matter or resolution shall be decided by a majority of votes of the Members present; and
  - 25:1.e. each Member present shall be entitled to one vote and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote; and
  - 25:1.f. a Member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting; and;

- 25:1:g. voting may be by a show of hands or a division Members, unless at least 20% of the Members present demand a secret ballot; and
- 25:1:h if a secret ballot is held, the Chairperson must appoint two Members to conduct the secret ballot in a way the Chairperson decides; and
- 25:1:1. the result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- 25:1:j. a Member may vote in person or by Proxy or by Attorney; and
  - (i) on a show of hands, each person present who is Member or a representative of a Member shall have one vote; and
  - (ii) in a secret ballot, Member present in person or by Proxy or by Attorney or other properly authorised representative shall have one vote; and
- 25:1:k. an instrument appointing a Proxy must be in writing; and
  - (i) if the appointer is an individual – signed by the appointor or
  - (ii) the appointer’s Attorney properly authorised in writing; or
- 25:1:l. A proxy may be a member of the Association or another person; and
- 25:1:m. the instrument appointing a Proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- 25:1:n. if someone wants to give a Member an opportunity to vote for or against a resolution, the instrument appointing a Proxy must be in the following or like form –

**PROXY FORM**

**WATERFALL SPRINGS CONSERVATION ASSOCIATION INCORPORATED**

I,.....of.....

**being a member of the above named Association hereby appoint**

.....of.....

**or failing the member:**

.....of.....

**as my Proxy to vote for me on my behalf at the \* Annual / \* General Meeting of the Association to be held on the :**

.....day of....,19....., and at any adjournment thereof.

**Signed.....Dated this.....day of.....19.....**

**This form is to be used \* in favour of / \* against the resolution.**

**\* Strike out whichever is not wanted. (Unless otherwise instructed, the Proxy may vote as the Proxy considers appropriate).**

- 25:1:o. each instrument appointing a Proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- 25:1:p. the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and

Annual or General Meeting are entered in a minute book and/or Computer database with a master file of print-outs; and

25:1:q. the minutes are open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection.

25:2. To ensure the accuracy of minutes recorded under subsection 25:1:p -

25:2:a. the minutes of every Management Committee meeting must be signed by the Chairperson of that meeting, or the Chairperson of the next succeeding Management Committee meeting, verifying their accuracy; and

25:2:b. the minutes of every General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting, verifying their accuracy, and

25:2:c. the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting, verifying their accuracy.

#### **RULE 26.**

#### **BY-LAWS:**

26:1. The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

26:2. A by-law may be set aside by a vote of Members at a General Meeting of the Association.

#### **RULE 27.**

#### **ALTERATION OF RULES:**

27:1. Subject to the provisions of the "*Associations Incorporation Act, 1981*", these rules may be amended, repealed or added to by a special resolution carried at a Meeting.

27:2. However an amendment, repeal or addition is valid only if it is registered by the Chief Executive and the Minister responsible for the administration of the "*Collections Act 1966*".

#### **RULE 28.**

#### **COMMON SEAL:**

28:1. The Management Committee must ensure the Association has a Common Seal.

28:2. The Common Seal must be –

28:2:a. kept securely by the Management Committee; and

28:2:b. used only under the authority of the Management Committee.

28:3. Each instrument to which the seal is affixed must be signed by Member of the Management Committee and be countersigned –

28:3:a. the Secretary; or

28:3:b. another Member of the Management Committee; or

28:3:c. someone appointed by the Management Committee.

#### **RULE 29.**

#### **FUNDS AND ACCOUNTS:**

- 29:1. The funds of the Association must be kept in the name of the Association in a financial institution decided by the Management Committee.
- 29:2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 29:3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 29:4. If an amount of \$100 (one hundred Dollars) or more is paid by cheque, the cheque must be signed by any two of the following -
  - 29:4.a. the Chairperson;
  - 29:4.b. the Vice-Chairperson;
  - 29:4.c. the Treasurer;
  - 29:4.d. the Secretary; or
  - 29:4.e. another Member authorised by the Management Committee for the purpose.
- 29:5. Cheques other than cheques for wages, allowances or petty cash recoupment, must be crossed "***Not Negotiable***".
- 29:6. A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 29:7. All expenditure must be approved or ratified at a Management Committee meeting and full details recorded in the Minute Book and Electronic database.
- 29:8. The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared –
  - 29:8.a. the income and expenditure for the financial year just ended; and
  - 29:8.b. the Association's assets and liabilities at the close of the financial year  
and
  - 29:8.c. the mortgages, charges and Securities affecting the property of the Association at the close of the year.
- 29:9. If the Association is Incorporated within three months of the end of the Association's financial year, subsection 29:8 does not apply for the financial year the Association is Incorporated.
- 29:10. The Auditor must examine the financial statement prepared under Sub-section 29:8 and present a report about it to the Secretary 21 (twenty-one) days before the next Annual General Meeting, following the financial year for which the audit was made.
- 29:11. The incumbent Auditor(s), should he/she/they so wish, shall be entitled to attend the Annual General Meeting and answer questions from the floor, at the discretion of the Chairperson.
- 29:12. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers, and no portion shall be distributed, directly or indirectly to the members of the Association except as bona-fide compensation for services rendered or expenses incurred on behalf of the Association, with the authority of the Management Committee.

**RULE 30.**

**WATERFALL SPRINGS FOUNDATION**  
**ENDANGERED SPECIES FUND:**

- 30:1. The Association will establish a Public Fund, the purpose of which is to support the environmental objects of the Association.
- 30:2. The Fund will only be used to support Association's environmental purposes.
- 30:3. Members of the General Public are invited to make donations of money or property to the Fund for the environmental purposes of the Association.
- 30:4. Money from interest on donations, income derived from donated property and money from the realisation of such property, are to be deposited into the Fund.
- 30:5. The Fund must not receive any other money or property, including corporate sponsorship money, and donations to it are to be kept separate from other funds of the Association.
- 30:6. A separate Bank Account is to be opened in the name "**WATERFALL SPRINGS FOUNDATION ENDANGERED SPECIES FUND**" to deposit money donated to the Fund, including the interest accruing thereon.
- 30:7. Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.
- 30:8. The Fund will be operated on a non-profit basis. None of the money or the property accumulated by the Fund will be distributed to members of the Association (or trustees of the Fund) apart from proper remuneration for administrative services.
- 30:9. In the event of winding up of the Fund, any surplus assets are to be transferred to another Fund with similar objectives that is on the Register of Environmental Organisations. (See Rule 35:5.).
- 30:10. The Fund will be administered by a Committee of Management of no less than three persons. A majority of the members of the Committee are required to have the requisite degree of responsibility to the general community, that is, persons 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 the Association.
- 30:11. Any changes to the membership of the Committee of Management of the Fund are to be advised to the Department of Environment and Heritage within a reasonable time following the making of the changes.
- 30:12. Any changes to the Rules of the Fund are to be advised to the Department of Environment and Heritage within a reasonable time of making the changes.
- 30:13. Statistical data about donations to the Fund during the financial year will be provided to the Department of Environment and Heritage within four months after the end of the financial year and in the form required by the Department.
- 30:14. All expenditure shall be approved or ratified at a Management Committee meeting.



35:1.a. is wound up under part 10 of the "*Associations Incorporation Act 1981*"; and  
35:1.b. it has surplus assets (**as defined by section 92(3) "*Distribution of Surplus Assets*" of the Act**).

35:2. The surplus assets must not be distributed among the Association's members.

35:3. The surplus assets shall be given to another entity -

35:3.a. Having objects similar to the Association's objects; and

35:3.b. the rules of which prohibit the distribution of the entity's income and assets to its members; and

35:3.c. gifts which are allowable deductions under the provisions of *Section 78(4) and (5) of the "Income Tax Assessment Act"*.

35:4. Such institution or institutions to be determined by members of the Association.

35:5. In the event of the Association being wound up, all surplus assets held in the Public Fund are to be dealt with separately in accordance with Rule 31:9. and can only be transferred to another organisation with similar objectives, that is on the Register of Environmental Organisations.

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(Chairperson)

Date.....

.....

(Secretary)

Date.....

**BY – LAWS OF THE WATERFALL SPRINGS CONSERVATION ASSOCIATION  
INCORPORATED**

**1. AUDITOR:**

The Auditor or Auditors shall be elected at the Annual General Meeting.

- a) They shall examine all accounts, vouchers, receipt books, etc, and furnish a report thereon to the members of the Annual Meeting.
- b) Audits shall be conducted at regular intervals of not more than twelve months.
- c) An auditor shall not be a member or closely related to a member of the Management Committee.
- d) Subject to paragraph (e) hereof, any notice of intention to nominate another Auditor to replace the current Auditor, shall be given to the Secretary at least 21 (twenty-one) days before the Annual General Meeting.
- e) The Secretary shall send a copy of the nomination(s) to the incumbent Auditor at least 7 (seven) days before the Annual General Meeting.
- f) The incumbent Auditor shall be entitled to attend the Annual General Meeting and, if he/she so wishes, be heard at such Annual General Meeting.
- g) Should the current auditor submit his/her resignation, or notifies the Secretary of the intention not to seek re-election Auditor, paragraph (d) hereof shall not apply.

**2. EXPULSION OF MEMBERS:**

A member may be expelled from membership of the Association by the Management Committee, if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of his conduct either verbally or in writing as the Committee decide, the conduct of the member is such to be detrimental to the best interests of the Association, provided that:

- a) Such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion;
- b) Such Special General Meeting is held within a period of one month from the date of the decision of the Management Committee to expel the member;
- c) At such Special Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally, or in writing at the option of such member;
- d) The voting of such Special General Meeting shall be by ballot if not less than five members present thereat shall so demand;

- e) It shall be the power of the Committee to exclude such member from participation in the affairs of the Association until such Special General Meeting shall be held.

**3.** **DISSOLUTION:**

- a) The Association shall be dissolved if the membership is less than three (3) persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.
- b) Upon a resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the Association on hand shall, after the payment of all expenses and liabilities, be handed over to another registered conservation organisation that is on the Register of Environmental Organisations, as a simple majority of the members at the Special General Meeting so convened, or at a subsequent Special General Meeting, may decide.

**4.** **AMENDMENT OF RULES:**

These Rules may be amended by a resolution passed by a two-thirds majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose.

Provided that the Minister of the Crown for the time-being administering the Charitable Collections Act, 1934, as amended, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signified his approval to such amendment being made (as provided for by Rule 27.)

**5.** **NOTICE OF MEETINGS ETC:**

A notice may be given to any member either personally or by sending it by post to him at his address registered with the association or if he has no registered address to the place of abode of the member last known to the Management Committee.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected, in the case of the notice of a meeting, on the day after the date of its posting and in other case at which the letter would be delivered in the ordinary course of the post.