

ANNEXURE A

CONSTITUTION

of

**FRIENDS OF VULKATHUNHA-GAMMON
RANGES NATIONAL PARK INC.**

**SOUTH AUSTRALIA
Associations Incorporation Act1985
Section20(1)
Incorporation Number:A43832**

CONSTITUTION

Of

FRIENDS OF VULKATHUNHA-

GAMMON RANGES NATIONAL PARK

INC. #A43832

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Consumer and Business Affairs for South Australian Incorporated Associations

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1. NAME

The name of the association is Friends of Vulkathunha-Gammon Ranges National Park Inc. referred to herein as "the association or organisation".

2. DEFINITIONS

"committee" means the committee of management of the association

"general meeting" means a general meeting of members of the association convened in accordance with this constitution

"group" means the collective members of Friends of Vulkathunha-Gammon Ranges National Park that is affiliated with Friends of Parks Inc.

"special resolution" is as defined by the Act and means a resolution being considered at a general meeting and that has been proposed by either the Committee or no less than 10 members.

"month" shall mean a calendar month

"Park" means the Vulkathunha-Gammon Ranges National Park in South Australia

"constitution" means the constitution of this association

"The Act" means the Associations Incorporation Act 1985

3. OBJECTS OF THE ASSOCIATION

The objects of the association are to:

1. Provide support to Vulkathunha-Gammon Ranges National Park management objectives and to the regional staff of the Department of Environment and Water (DEW) or its successor.
2. Liaise closely with the Vulkathunha Gammon Ranges National Park Co-management Board and seek their approval for all of the Group's on-park projects and undertakings.
3. Undertake projects that help protect and preserve the Park's natural and historic values.
4. Under the stewardship of DEW regional staff, conduct research and field investigation projects that assist to preserve, and increase knowledge of the ecology of the Park.
5. Help raise funds for projects that will benefit the management of the Park.
6. Learn and better understand traditional and cultural values of the traditional owners of this land so as not to create negative impacts on country but to better guide our activities.
7. Liaise with and knowledge-share with the traditional and cultural owners and neighbouring communities.
8. Provide opportunities and enjoyment for group members whilst supporting the future directions of the Park.

4. POWERS OF THE ASSOCIATION

Where the law allows:

- (1) Acquire, hold, deal with, and dispose of, any real or personal property

- (2) Administer any property on trust
- (3) Open and operate bank accounts
- (4) Appoint agents to transact any business of the association on its behalf
- (5) Enter into any contract it considers necessary or desirable
- (6) The Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

The association will provide four types of membership available to any person or family or organisation agreeing to support the objects of the association and agreeing to be bound by this constitution.

(1) Member. The application shall be made in writing to the Treasurer by signed letter or by e-mail. Upon the acceptance of an application by the Treasurer and upon payment of the first annual subscription, the applicant shall become a member of the association and be notified of that by the Treasurer.

(2) Supporter. Any person or family or organisation unable to participate in practical activities of the association located at the Park may apply to become a supporter of the association. The application shall be made in writing to the Treasurer by signed letter or e-mail. Upon acceptance of the application by the Treasurer and upon payment of the first annual subscription the applicant shall become a supporter member of the association and be notified of that by the Treasurer.

(3) Member for Life. The application shall be made in writing to the Treasurer by signed letter or by e-mail. Upon the acceptance of an application by the Treasurer and upon payment of the Member for Life fee the applicant shall become a Member for Life of the association and be notified of that by the Treasurer.

(4) Honorary Life Member. At an Annual General meeting the committee may recommend conferral of Honorary Life Membership on a member. Any member may nominate another member for an Honorary Life Membership at any time in writing to the committee. The committee will consider the special contribution of the nominee to the objects of the association and determine whether or not to recommend the conferral of Honorary Life Membership.

All four categories of membership shall have the same obligations and rights except that an Honorary Life Member, after the conferral of Honorary Life Membership, or a Member for Life, after acceptance by the Treasurer of the Member for Life fee, are not obliged to pay a subscription fee.

6. SUBSCRIPTIONS

(1) The subscription fees for each type of member shall be such sum as the members shall determine from time to time in an annual general meeting and detailed in the minutes of that annual general meeting.

(2) The subscription fees shall be payable annually on January 1.

(3) Any member whose subscription is outstanding for more than three months after the due date shall cease to be a member of the association provided that the committee may reinstate such a person's, family's or organisation's membership on such terms as it considers appropriate.

(4) The Secretary will maintain a register that records the name, telephone number and email address of each member.

7. RESIGNATIONS

A member may resign from the association by giving written notice to the secretary of the association. Any resigning member shall be liable for any outstanding subscriptions and must return within one month any items issued to them by the association or Park staff during their period of membership.

8. EXPULSION OF A MEMBER

(1) Subject to giving a member an opportunity to be heard or make a written submission, the committee may resolve to expel a member upon charge of misconduct detrimental to the interests of the association.

(2) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

(3) The determination of the committee shall be communicated to the member in writing, and if the determination requires it the member shall cease to be a member 14 days after the determination has been communicated.

(4) A member who is expelled may appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary of the association within 14 days of the committee determination being communicated to the member.

(5) In the event of an appeal under Clause 8 (4) above the appellant's membership shall not be terminated unless the committee's determination is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association.

Membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

9. THE COMMITTEE

(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 this constitution, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by this constitution required to be done by the association in 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 this constitution is silent.

d. The committee shall appoint a public officer as required by the Act.

(2) Election and Appointment

a. The committee shall be comprised of a president, a vice-president, a secretary, a treasurer, and one other member.

b. A committee member shall be a natural person.

c. All members of the association are eligible for election to the committee.

- d. Committee members shall be elected at the annual general meeting, shall assume office at the close of that meeting and shall hold office until the close of the next annual general meeting.
- e. Retiring committee members shall be eligible for re-election to the committee.
- f. Nominations for election to the committee shall be made in writing to the secretary at least 28 days before the annual general meeting. The nomination shall be signed by the nominee, the proposer.
- g. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- h. Nominations for any committee position for which no written nomination has been received may be accepted at the annual general meeting by the person chosen to conduct the election of committee members. Only members present at the meeting may be nominated.
- i. The committee may appoint a member to fill a casual vacancy. That member shall hold office until the next annual general meeting, and shall then be eligible for re-election.
- j. The Committee may co-opt up to two additional members at its discretion.

(3) Proceedings

- a. The committee shall meet together for the dispatch of business at least four times annually.
- b. Questions arising at any meeting shall be determined by a majority of votes and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- c. A quorum of the committee shall be three members of the committee.
- d. 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 and shall not vote with respect to that contract or proposed contract.

(4) Disqualification of committee member

The office of a committee member shall become vacant if a committee member is:

- a. Expelled as a member under this constitution.
- b. Permanently incapacitated by ill health.
- c. Absent without apology for more than 2 consecutive meetings in a financial year
- d. Fails to renew membership by paying the required annual subscription.

10. GENERAL MEETINGS

(1) Ordinary general meetings

The committee may call an ordinary general meeting for the purposes of information exchange between members and making decisions about operational matters of the group.

(2) Annual general meetings

a. The committee shall call an annual general meeting in accordance with this constitution, to be held in March each year beginning in March 2020.

b. The order of business at the annual general meeting shall be:

1. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

2. The consideration of the accounts and the auditor's report, and reports of the committee

3. The election of committee members

4. The appointment of an auditor

5. Any other business requiring consideration of the association in general meeting.

(3) Special general meeting

a. The committee may call a special general meeting of the association at any time.

b. Upon the request in writing of not less than 10 members of the association, the committee shall, within one month of the request, convene a special general meeting for the sole purpose specified in the request.

c. Every request for a special general meeting shall be signed by the members requesting it and shall state the purpose of the meeting.

d. If a special general meeting is not convened within one month as required by clause 10. (3) c., the members who made the request may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee and the secretary shall provide the conveners with particulars of the members.

(4) Notice of general meetings

a. Subject to the following sub-clause, at least 14 days' notice of any general meeting shall be given to members. The notice shall state where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

c. A notice may be given by the association to any member by serving the member with the notice personally, or by emailing it to the address supplied by the member.

d. Where a notice is sent by post it shall be affected by properly addressing, pre-paying and posting an envelope containing the notice.

(5) Proceedings at general meetings

a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

b. If within 15 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall proceed and all resolutions and decisions shall be communicated to members via e-mail and/or the Association website within seven days. Unless, within a further seven days, at least 10 members request the convening of another general meeting to ratify the decisions made without a quorum they shall stand. If such a request is made a general meeting will be convened within 35 days of the date of the original meeting. The delay shall not interfere with the committee's responsibility for managing the affairs of the association.

c. If within 15 minutes after the time appointed for a meeting convened at the request of members, a quorum is not present, the meeting shall lapse.

d. The president shall chair a general meeting of the association

e. If the president is not present within 5 minutes after the time appointed for the meeting, or if being present declines to take the chair or retires from the chair, the vice-president shall chair that meeting. In the absence of the vice-president the members may choose a committee member to chair the meeting.

(6) Voting at General Meetings

a. Subject to this constitution, every category of member has only one vote at a meeting of the association.

b. A question for decision at a general meeting, other than special resolution, must be determined by a majority of members who vote in person, or where proxies are allowed, by proxy at that meeting.

c. Unless a poll is demanded by at least 5 members a question for decision at a general meeting must be determined by a show of hands.

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 president or alternate chair of the meeting may decide to allow the question to be further debated at that meeting or adjourned to a subsequent meeting.

(7) Poll at general meetings

a. If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the person chairing the meeting, and the result of the poll is the resolution of the meeting on that question.

b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

(8) Special and ordinary resolutions

a. A special resolution may be proposed under this constitution by the committee or not less than 10 members. The special resolution shall be passed at the meeting convened to consider it only if the total of personal and proxy votes in favour is greater than three quarters the current membership of the Association.

b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

(9) Proxies

Before the opening of any general meeting of the association a member shall be entitled to

appoint in writing, or by e-mail, a member of the association to be their proxy, and attend and vote at that general meeting

11. MINUTES

- a. 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 folders kept for that purpose
- 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

12. 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 the rules of natural justice.

13. FINANCIAL REPORTING

- (1) Financial year. The financial year of the association shall be a period of 12 months commencing January 1 and ending on December 31 of each year.
- (2) Accounts to be kept. 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
- (3) Accounts and reports to be laid before members. The accounts shall be presented at each meeting of the committee. The accounts, the committee's statement and the committee's report shall be laid before members at the annual general meeting.
- (4) **Appointment of auditor**
 - a. At each annual general meeting the members shall appoint a suitably qualified person to be auditor of the association.
 - b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
 - c. If an appointment is not made at an annual general meeting the committee shall appoint an auditor for the current financial year.

14. PUBLIC FUND

Subject to the provisions of section 78AB of the Income Tax Assessment Act 1936 the Association shall establish a public fund ('the fund'). The fund shall be known as '**Friends of Vulkathunha-Gammon Ranges National Park Foundation**',

- 1** The objective of the fund is to support the organisation's environmental purposes.
- 2** Members of the public are invited to make gifts of money or property to the Fund for the environmental purposes of the organisation.
- 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 fund.
- 4** A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- 5** 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.
- 6** The fund will be operated on a not-for-profit basis.
- 7** A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are to be "responsible persons" as defined by the guidelines to the Register of Environmental Organisations.

For the purpose of this clause 'environmental purpose' means:

"the protection and enhancement of the environment or a significant aspect of the environment, or a purpose relating to the dissemination of information, the provision of education, or the carrying on of research, about the environment or about a significant aspect of the environment".

8 Ministerial Rules

Such fund shall be subject to any rules made from time to time by the Environment Minister and the Treasurer to ensure that gifts to the fund are used only to support environmental purpose or purposes of the Association.

9 Not For Profit

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 a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

10 Statistical Information

Statistical information requested by the Department on donations to the Public Fund will be provided within 4 months of the end of the financial year. An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The Statement

will provide information on the expenditure of the public fund monies and the management of the public fund assets.

11 Conduit Policy

The fund shall not be used as a mere conduit for the donation of money or property to other organisations, bodies or persons.

12 Winding Up

In the event of the winding up of the fund, whether in the course of amalgamation, disbandment of the Association or otherwise, any surplus assets are to be transferred to another fund that is on the Register of Environmental Organisations maintained under section 78AB (5) of the Taxation Laws Amendment Act 1992.

15. PROHIBITION FOR 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 a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

16. WINDING UP

The association may be wound up by special resolution.

17. APPLICATION OF SURPLUS ASSETS

If after winding up of the association there remains surplus assets, such surplus assets shall be distributed to Friends of Parks Inc. or its successor body.

18. CONSTITUTION

The clauses in this constitution may be altered by special resolution of the members of the association. This includes rescission or replacement by substitute clauses.