

The Nature Conservation Society of South Australia Inc
Constitution (proposed amendments May 2022)

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1. Name of Association

1.1. The name of the incorporated association is **The Nature Conservation Society of South Australia Inc.** (referred to herein as “the Association”).

2. Definitions

2.1. ‘Calendar Year’ means the period of 365 days, or 366 days in the event that the relevant period includes the 29th day of February in a leap year

‘Committee’ means the committee of management of the Association

‘Concession Member’ means:

- (a) an Initial Member who holds a valid student card, Pensioner Concession Card, or another concession card which is accepted by the Committee, and
- (b) a Subsequent Member who holds a valid student card, Pensioner Concession Card, or another concession card which is accepted by the Committee, and successfully applies for Concession Membership under this constitution.

‘Employee’ means:

- (a) a person employed by the Association under a contract (either express or implied, oral or in writing); and
- (b) for the purposes of this constitution shall include a person who performs work under a contract for services to which the Association is a party.

‘Financial Year’ means the period from 1 July to 30 June of the following year

‘General Meeting’ means a general meeting of Members of the Association convened in accordance with this constitution.

‘Group’ means any Trust, Association, Institution, Organization, Department or Instrumentality of Government, Local Government Authority, Educational Organization or other Body.

‘Honorary Life Member’ means a person granted honorary life membership of the Association in accordance with rule 5.8.

‘Initial Committee Members’ means the Committee Members as at the date of the ratification of this constitution.

'Initial Members' means the Members of the Association as appear in the register of members at the date on which this constitution is ratified by a general meeting

'Member' means a Member of the Association

'Month' shall mean a calendar month

'Relevant Fee' means:

- (a) in relation to an Ordinary Member, the annual subscription fee for Ordinary Members,
- (b) in relation to a Concession Member, the annual subscription fee for Concession Members; and
- (c) in relation to any other category of Member, the annual subscription fee for that category of Member

as fixed by the Committee under rule 5.4.2 from time to time

'Special Resolution' means a special resolution as defined in the Act

'the Act' means the Associations Incorporation Act 1985 (SA)

'the Regulations' means Associations Incorporation Regulations 2008 (SA)

'wildlife' means native organisms from all five biological kingdoms

3. Objects of Association

- 3.1. To promote the conservation of native wildlife, and the habitats on which they depend.
- 3.2. To use objective, evidence-based science for the protection and management of native wildlife, nature, and biodiversity.
- 3.3. To work for the establishment and improvement of relevant laws for the protection and management of nature conservation at all levels of government.
- 3.4. To watch for transgression of existing laws and for actions prejudicial to conservation and work to bring these to public notice and relevant authorities.
- 3.5. To seek adequate funding and resources to ensure the proper management and maintenance of existing and future habitats and reserves, regardless of tenure.
- 3.6. To keep the ideas, concepts, and issues of nature conservation in the public domain.
- 3.7. To support scientific research into aspects of nature conservation where such research may assist in these conservation objects.

- 3.8. To collaborate with and support other organisations and individuals to further these conservation objects.
- 3.9. To engage members of the Society and the public fully with these conservation objects.

4. Powers of Association

- 4.1. The Association shall have all the powers conferred by section 25 of the Act to carry out the objects of the Association.

5. Membership

5.1. Members

The Members of the Association are:

- 5.1.1. The Initial Members; and
- 5.1.2. Any other person or group that becomes a Member of the Association in accordance with rule 5.3 of this Constitution ("Subsequent Members").

5.2. Categories of Members

There shall be the following categories of Members:

- 5.2.1. Ordinary Members
- 5.2.2. Honorary Life Members;
- 5.2.3. Concession Members;
- 5.2.4. Group Members; and
- 5.2.5. Such other categories of Members as determined by the Committee from time to time.

5.3. Membership applications

Membership shall be open to individuals or groups who are actively interested and willing to support the Society in pursuit of its objects. Admission of new Members (Subsequent Members) shall be in accordance with the following procedure:

- 5.3.1. A membership application form accompanied by the Relevant Fee shall be lodged with the Secretary of the Association.
- 5.3.2. The Committee shall consider any application for membership within a reasonable time after the Secretary receives the application.
- 5.3.3. If the Committee approves an application, the Secretary must as soon as possible notify the applicant in writing that the application is accepted by the Committee.
- 5.3.4. If the Committee rejects the application, the Secretary must as soon as possible notify the applicant in writing:
 - a) that their application has been rejected; and
 - b) that they are entitled to a refund of the Relevant Fee.

5.3.5. A successful applicant shall become a Member of the Association and have their name entered in the register of Members upon payment by the applicant of the first annual subscription fee.

5.4. Membership fees

5.4.1. With the exception of Honorary Life Members, Members shall pay annual subscription fees:

- a) In respect of Initial Members, the annual subscription is payable in respect of each Financial year;
- b) In respect of Subsequent Members, the annual subscription is payable in respect of each Calendar Year from the date on which the Member became a Member of the Association in accordance with rule 5.3.6.

5.4.2. The rates of annual subscription fees in respect of any category of Members shall be fixed by the Committee from time to time.

5.4.3. The Association shall give notice to each Member of the amount payable in respect of their annual subscription as and when their annual subscription fee becomes payable under rule 5.4.1. The amount payable shall be the Relevant Fee fixed by the Committee at the time notice is given under this rule.

5.4.4. Members shall make payment of their annual subscription as soon as practicable after they receive notification under rule 5.4.3 of their requirement to do so. Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of the Association, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

5.5. Cessation of Membership

5.5.1. A Member immediately ceases to be a Member if they:

- a) Die;
- b) resign from membership by giving written notice to the Secretary of the Association;
- c) are expelled under rule 5.6.4; or
- d) cease to be a member under rule 5.4.4

5.5.2. Any resigning Member shall be liable for any outstanding subscriptions which may be recoverable as a debt to the Association.

5.6. Disciplinary procedures

5.6.1. In accordance with this rule, the Committee may resolve to warn, suspend or expel a Member (including an Honorary Life Member) from the Association if the Committee considers that:

- a) The Member has breached this constitution; or

- b) The Member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- 5.6.2. At least 14 days before the Committee meeting at which a resolution under rule 5.6.1 will be considered, the Secretary must notify the Member in writing:
- a) That the Committee are considering a resolution to warn, suspend or expel the member;
 - b) of the date and location of the Committee meeting in which the resolution will be considered;
 - c) of the allegation(s) against the Member; and
 - d) That the Member is entitled to provide an explanation to the Committee in accordance with rule 5.6.3
- 5.6.3. Before the Committee may pass a resolution under Rule 5.6.1, the Member must be given an opportunity to respond to any allegation(s) by:
- a) Sending the Committee a written explanation before the Committee meeting referred to in rule 5.6.2(b); and/or
 - b) Speaking at the Committee meeting referred to in rule 5.6.2(b)
- 5.6.4. After considering any response provided under rule 5.6.3, the Committee may:
- a) Take no further action;
 - b) Warn the Member;
 - c) Suspend the Member's rights as a Member for a period of no longer than 12 months;
 - d) Expel the Member;
 - e) delegate the decision under this rule 5.6.4 to an independent person on conditions that the Committee consider appropriate; or
 - f) require the matter to be determined by the Members at a General Meeting.
- 5.6.5. The Secretary must give written notice to the Member of any decision made under rule 5.6.4.
- 5.6.6. Disciplinary procedures under this rule must be undertaken as soon as reasonably practical.
- 5.6.7. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this rule.

5.7. Register of Members

- 5.7.1. A register of Members must be kept and contain:
- a) The name and address of each Member;
 - b) The email address of each Member;
 - c) The phone number of each Member;
 - d) The category of membership of each Member;
 - e) The date on which each Member was admitted to, or ceased to be a Member of, the Association; and

- f) The reasons for the expulsion of the Member (if applicable).

5.8. Honorary Life Members

5.8.1. In recognition of a person's contribution to the Association and/or to the advancement of the objects of the Association, the Association may grant to any person an honorary life membership of the Association.

5.8.2. A person may only become an Honorary Life Member if:

- a) another Member of the Association nominates that person for honorary life membership, such nomination being given to the Committee in writing;
- b) the nomination is endorsed by the Committee; and
- c) subject to the Committee's endorsement, the nomination is confirmed by a resolution of the Members at a meeting of the Association.

6. Committee

6.1. Powers of the Committee:

6.1.1. The affairs of the Association shall be managed 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.

6.1.2. The authority to make public statements on behalf of the Association (either orally or in writing) shall be restricted to the President or such other person(s) specifically authorised by the Committee.

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

6.2. Electing the Committee

6.2.1. The Committee shall consist of a maximum of ten (10) Committee Members. The Committee shall comprise:

- a) five (5) Office Bearers, being the:
 - i. President;
 - ii. Vice-President;
 - iii. Secretary;
 - iv. Membership Secretary;
 - v. Treasurer; and
- b) Up to five (5) ordinary Committee Members

Transitional provisions

6.2.2. The Initial Committee Members shall be the Committee Members as at the date of the ratification of this constitution, and shall remain so until the first annual General Meeting following the implementation of this Constitution ("**the 2022 AGM**").

6.2.3. At the 2022 AGM, the Initial Committee Members shall resign their positions and the Members of the Association shall elect up to ten (10) Committee Members, comprising:

- a) The **Category 1 Committee Members** – being the:
 - i. President,
 - ii. Membership Secretary;
 - iii. Treasurer, and
 - iv. Up to two (2) ordinary Committee Members

whose term of appointment shall be for two years (expiring at **the 2024 AGM**); and

- b) The **Category 2 Committee Members** – being the:
 - i. Vice-President;
 - ii. Secretary; and
 - iii. Up to three (3) ordinary Committee Members

whose term of appointment shall be for one year (expiring at **the 2023 AGM**).

General provisions (operating from the 2023 AGM)

6.2.4. Committee Members shall be appointed (and Office Bearers shall hold their office) for a term of 2 years.

6.2.5. At each annual general meeting following the 2022 AGM, the Members of the Association shall elect up to five Committee Members to replace those Committee Members (including those Office Bearers) whose term of appointment has expired in accordance with this constitution, being either of:

- a) the Category 2 Committee Members; or
- b) in the following year, the Category 1 Committee Members.

6.3. Eligibility requirements

6.3.1. A Committee Member must:

- a) be an individual Member of the Association;
- b) not be staff employed by the Association; and
- c) be a natural person.

6.3.2. To be eligible to stand for election to the Committee, a Member must be:

- a) a retiring Committee Member; or
- b) nominated by another Member of the Association. Such nomination must be signed by the proposer and the nominee and delivered to the Secretary of the Association at least 7 days prior to the meeting.

6.3.3. Nominations referred to in rule 6.3.2 must identify whether the nominee is nominated to be:

- a) An Office Bearer (and if so, specify which role(s) the nomination relates to); or
- b) An ordinary Committee Member

and, for the avoidance of doubt, a nomination that a Member be elected as an Office Bearer will, in the event that the Member is not elected an Office Bearer, be taken to be a nomination that the Member be elected as an ordinary Committee Member unless that Member declines the nomination.

6.4. Proceedings of the Committee

- 6.4.1. The Committee shall meet together for the dispatch of business at least 5 times in each Financial Year.
- 6.4.2. A quorum for a meeting of the Committee shall be five (5) members of the Committee comprising at least one of the President or Vice-President.
- 6.4.3. Questions arising at any meeting of the Committee shall be decided by a majority of votes. A resolution in relation to a question shall fail in the event of equality of votes.
- 6.4.4. The Committee at its discretion shall have the power to invite Employees, Members or other persons to attend in part, Committee meetings.
- 6.4.5. 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.
- 6.4.6. The Committee at its discretion shall have the power to delegate any of its powers and functions and such delegation must be recorded in the Committee's minutes.
- 6.4.7. If one or more but less than six members of the Committee resign before an Annual General Meeting, the remaining members of the Committee may elect a sufficient number to fill the vacancy or vacancies, who shall hold office for the duration of the vacant Committee Member's term.
- 6.4.8. If six or more members resign together, a new committee may be elected at a Special General Meeting who shall hold office until the next Annual General Meeting. At the next Annual General Meeting the Association shall elect new Category 1 Committee Members and Category 2 Committee members in accordance with this constitution.
- 6.4.9. The Committee may hold their meetings by using any technology (such as video or teleconferencing) that is resolved by all of the Committee Members. The Committee Members resolution may be a standing resolution, and Committee Members may only withdraw their consent within a reasonable period before a Committee meeting.
- 6.4.10. The Committee Members may pass resolutions out of session. Resolutions carried out of session must be endorsed by the Committee at the following Committee meeting. The Committee may at any formal meeting of the Committee decide the procedure and requirements for out of session ballots under this rule.

6.5. Indemnity

6.5.1. The Association indemnifies each Committee Member of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Committee Member of the Association.

6.5.2. "To the relevant extent" means:

- a) To the extent that the Association is not precluded by law from doing so; and
- b) For the amount that the Committee Member is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

6.5.3. The indemnity is a continuing obligation and is enforceable by a Committee Member even though that person is no longer a Committee Member of the Association.

7. Common Seal

7.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.

7.2. The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association.

7.3. The affixing of the seal shall be witnessed by:

7.3.1. The President; or

7.3.2. An office bearer and any other Committee Member.

8. Meetings

8.1. Annual General Meeting

8.1.1. The committee shall call an Annual General Meeting in accordance with the Act and this constitution.

8.1.2. An Annual General Meeting shall be held within five calendar months from and after the end of each Financial Year on a date determined by the Committee.

8.1.3. Core business of each Annual General Meeting shall include:

- a) Confirming the minutes of the previous Annual General Meeting and any Special General Meeting held since the previous Annual General Meeting;
- b) The election of the Office Bearers;
- c) The election of the ordinary Committee Members;
- d) The appointment of the auditor (if required); and
- e) The consideration of the financial accounts and the reports of the committee and the auditor (if required).

8.2. Other Meetings

- 8.2.1. Subject to rule 8.3, the Committee may from time to time call a Special General Meeting of the Association.
- 8.2.2. Upon a requisition in writing and signed by not less than 20 members of the Association or 10% of the total number of members of the Association, whichever is the lesser, the Committee shall, within one month of the receipt of the requisition, give notice of a Special General Meeting for the purpose specified in the requisition.
- 8.2.3. If a Special General Meeting is not convened within two months of the Committee receiving a valid requisition, the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive the notice of a meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3. Notice of General Meetings

- 8.3.1. Subject to rule 8.3.2, at least 14 days notice of an Annual General Meeting or a Special General Meeting shall be given to the members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting
- 8.3.2. 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 and shall contain details of the Special Resolution to be proposed.
- 8.3.3. A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by email or post to the address appearing in the register of Members. Where notice is sent by post, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4. Proceedings at Meetings

- 8.4.1. A quorum for meetings under rules 8.1 and 8.2 shall be 20 members, or 10% of the total number of Members, whichever is the lesser.
- a) With the exception of meetings called under rule 8.2.3, if within 30 minutes after the time appointed for a meeting a quorum of Members is not present, the meeting shall be adjourned to such date and time (being no longer than 14 days after the meeting) as is resolved by majority of the members present at the meeting. The venue of the adjourned meeting shall be published on the Association's website not less than 48 hours before its commencement.
- b) If at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting shall be cancelled.

8.4.2. The President or Vice-President shall preside as chairperson at meetings of the Association. If neither the President or Vice-President is present at the commencement of the meeting or they decline to take the chair, the Members may choose another Committee Member to be the chairperson of that meeting.

8.5. Voting at Meetings

8.5.1. Subject to this constitution, every Member of the Association who is a financial member of the Association at the time notice is given for a meeting has one vote at a meeting of the Association.

8.5.2. Subject to this constitution, a question for decision at a general meeting, other than a Special Resolution, must be determined by a simple majority of Members who vote in person or by proxy at that meeting. In the event of equality of votes a resolution shall fail.

8.5.3. Unless a poll is demanded by at least ten Members, a question for decision at a general meeting must be determined by a show of hands.

- a) If a poll is demanded by at least ten Members, 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.
- 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.

8.6. A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any general meeting of the Association. An appointment of a proxy shall be in a form authorised by the Committee, and shall be provided to the Secretary at least 48 hours before the general meeting.

9. Minutes

9.1. Proper minutes of all proceedings of 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.

9.2. The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as the case may be) at a subsequent meeting

9.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or the person chairing the subsequent meeting at which the minutes are confirmed

9.4. 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.

10. Finances

- 10.1. 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.

11. Prohibition against securing profits for Members

- 11.1. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to Members of the Association.
- 11.2. Nothing in rule 11.1 shall prevent the payment in good faith of remuneration to any Committee Member of the Association or to any Member of the Association for:
- 11.2.1. any service actually rendered to the Association, other than for those duties performed by Committee Members in their role as a Member of the Committee;
 - 11.2.2. reasonable and proper rental for premises let by any Member to the Association; or
 - 11.2.3. any expenses incurred on behalf of the association.

12. Amendments to the constitution

- 12.1. This constitution may be amended (including an amendment to the Association's name) by Special Resolution of the Members of the Association at a general meeting.
- 12.2. Within 28 days of the passing of the special resolution in accordance with rule 12.1, the amendment(s) to the constitution shall be registered with Consumer and Business Services (or such other entity as required by the Act from time to time).
- 12.3. The registered constitution shall bind the Association and every Member to the same extent as if they have respectively agreed to be bound by all of the provisions thereof.

13. Winding up and revocation of deductible gift recipient endorsement

- 13.1. The Association shall be wound up in the manner provided for in the Act.
- 13.2. If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall not be paid or distributed among the Members of the Association, but shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- 13.2.1. gifts of money or property for the principal purpose of the organization
 - 13.2.2. contributions made in relation to an eligible fundraising event held for the principal purpose of the organization
 - 13.2.3. money received by the organisation because of such gifts and contributions

13.3. The decision as to the organisation or organisations to be given the surplus assets must be made by the Committee at or before the time of winding up or revocation of deductible gift recipient endorsement.