



**THE RULES AND CONSTITUTION  
OF THE  
NATURAL HISTORY SOCIETY  
OF SOUTH AUSTRALIA INCORPORATED**

**11 June 2014**



**THE RULES AND CONSTITUTION OF THE  
NATURAL HISTORY SOCIETY OF SOUTH AUSTRALIA INCORPORATED  
11 June 2014**

**Table of Contents**

1. Name of the Society .....	1
2. Interpretations and Definitions .....	1
3. Purposes or Objects of the Society .....	1
4. Powers of the Society .....	2
5. Property of the Society .....	2
6. Membership and Awards .....	3
7. Discipline .....	4
8. Subscriptions .....	5
9. Register of Members .....	5
10. General Meetings .....	5
11. Patrons and Fellows.....	9
12. Committee .....	9
13. Committee Meetings .....	12
14. Finance .....	14
15. Auditor .....	14
16. Minutes .....	14
17. Funds .....	15
18. Common seal .....	15
19. Custody of Books, Records .....	15
20. Appointment of Other Committees .....	16
21. Delegations .....	16
22. Public Officer .....	17
23. Indemnity .....	17
24. Alteration of Constitution .....	17
25. Winding-Up .....	18
26. Transitional Provisions .....	18
27. Public Fund .....	18
Form of Proxy .....	21



**THE RULES AND CONSTITUTION OF THE  
NATURAL HISTORY SOCIETY OF SOUTH AUSTRALIA INCORPORATED  
11 June 2014**

**1. NAME OF THE SOCIETY**

**1.1. Name**

The name of the incorporated Society is the “Natural History Society of South Australia Incorporated”.

**2. INTERPRETATION AND DEFINITIONS**

**2.1. Definitions**

In this Constitution, unless the contrary intention appears:

“natural environment” – for the avoidance of doubt, the phrase “natural environment” has the same meaning as in the *Income Tax Assessment Act 1997* (Cth).

“**ADI**” means an authorised deposit-taking institution within the meaning of the *Banking Act*

“**Committee**” means the management committee of the Society;

“**Society**” means the “Natural History Society of South Australia Incorporated”;

“**General meeting**” means a general meeting of members of the Society convened in accordance with this Constitution;

“**Member**” means a member of the Society and where the context shall so permit will include each person who is a member within a family membership

“**Office Holder**” means any of the President, Vice President, Secretary or Treasurer of the Management Committee;

“**the Act**” means the *Incorporation Act 1985*;

“**Special resolution**” means a special resolution defined in the Act, namely a resolution passed at a duly convened meeting of the members of the Society:

- (a) of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Society; **and**
- (b) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the Society as, being entitled to do so, vote in person, or where proxies are allowed, by proxy, at that meeting;

“**month**” shall mean a calendar month;

“**wildlife**” means all native plants and animals indigenous to Australia existing apart from cultivation or domestication.

**3. PURPOSES OR OBJECTS OF THE SOCIETY**

**3.1. The principle purpose the Society**

- (1) The principal purpose of the Society is the protection and enhancement of the natural environment.

**3.2. The further purposes or objects of the Society**

- (1) To actively promote by example the protection and preservation of the native flora and fauna of Australia as entire ecosystems in their indigenous habitats.

- (2) To promote the collection and dissemination of scientific knowledge about the natural environment.
- (3) To record and maintain the Australian natural heritage.
- (4) To promote the establishment of wilderness reserves, national parks and wildlife reserves.
- (5) To promote and develop public demand for ecologically sustainable use of the environment.
- (6) To promote scientific research into matters pertaining to the conservation, protection of wildlife and wildlife habitat.
- (7) To enter into trust or contractual arrangements for the purpose of obtaining, holding, administering and disposing of funds or other assets, both real and personal, which will be used for the benefit of other objects or purposes of the Society.
- (8) To establish and maintain a public fund to be called "The NHSSA Public Fund" for the specific purpose of supporting the environmental objects of the Society. The 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 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 (Cth)*.
- (9) In furtherance of the mutual interest of the members of the Society to take such action as the Society may from time to time consider proper.

### 3.3. **Not-for-profit**

- (1) The Society shall operate on a strictly not for profit basis.

## 4. **POWERS OF THE SOCIETY**

### 4.1. **The powers of the Society**

- 4.1.1. For the purposes of carrying out its purposes or objects, the Society may, subject to Section 25 of the Incorporation Act and its rules —
  - (a) acquire, hold, deal with, and dispose of, any real or personal property; and
  - (b) administer any property on trust; and
  - (c) open and operate ADI accounts; and
  - (d) invest its moneys—
    - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
    - (ii) in any other manner authorised by the rules of the association; and
  - (e) borrow money upon such terms and conditions as the association thinks fit; and
  - (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
  - (g) appoint agents to transact any business of the association on its behalf; and
  - (h) enter into any other contracts and arrangements that the Committee considers further the objects of the Society.

## 5. **PROPERTY OF THE SOCIETY**

### 5.1. **Property**

- 5.1.1. All income and property of the Society may only be applied for the purposes of the Society.

## **6. MEMBERSHIP AND AWARDS**

### **6.1. Classes of membership**

The Society shall have the following classes of membership:

- Individual/Family Membership;
- Life Membership;
- Honorary Membership.

In addition to the classes set out in this Constitution, the Committee may create other classes of membership and may set, amend, change or delete criteria for membership in respect of any class created by the Committee and without derogating from the classes or criteria specified for each class in this Constitution, the Committee may set, amend, change or delete other criteria for membership in respect of any class specified in this Constitution.

### **6.2. Application for membership**

Any person who supports the objects of the Society and agrees to be bound by its Rules may apply for membership to the Society by completing and signing a form of application issued by the Society and tendering the amount of the subscription for that class of membership.

### **6.3. Committee to determine application**

The Committee may approve any application for membership or may, without giving reason, reject any application for membership. If the application for membership is rejected, the subscription tendered shall be refunded.

### **6.4. Resignation**

A member may resign at any time by notice in writing to the Secretary, but no subscription or membership fee shall be refundable upon resignation.

### **6.5. Family Membership**

Persons who wish to be in the class of Family Membership shall be persons who reside together in a genuine domestic relationship including their children under the age of 18.

### **6.6. Life Membership**

A member may become a Life Member on payment of an amount equal to 15 times the then current annual subscription for an Individual/Family Member. A Life Member has all the privileges of membership but is not required to pay any further annual subscriptions.

### **6.7. Honorary Membership**

The Committee may grant Honorary Membership for a period specified by the Committee to a person who in the opinion of the Committee has made a significant contribution to the work of the Society or to the objects or purposes of the Society. Honorary Membership does not include voting privileges within the Society or during any of its general meetings or committee meetings.

**6.8. Restraint on accepting members**

No application for membership will be considered or approved by the Committee between the date on which a notice of general meeting is given and the conclusion of the meeting.

**7. DISCIPLINE**

**7.1. Breach of obligation by member**

7.1.1. Where the Committee is advised or considers that a member has allegedly:

- (a) breached, failed, refused or neglected to comply with any provision of the Constitution or any resolution or determination of the Committee;
- (b) acted in a manner unbecoming of a member or prejudicial to the interests of the Society; or
- (c) brought the Society into disrepute, the Committee may determine to bring disciplinary proceedings against the member.

**7.2. Procedure**

7.2.1. The Committee must give notice in writing to the member of the allegations and give the member a reasonable opportunity to make submissions, which may be in writing or oral or both, to the Committee in relation to the allegations or any penalty which may be imposed before making any determination on the allegations or any penalty.

**7.3. Power to impose penalty**

7.3.1. If the Committee determines that the allegations are correct the Committee may:

- (a) reprimand a member;
- (b) suspend the membership of a member and no subscription or membership fee shall be refundable for the period of suspension; or
- (c) cancel the membership of a member and no subscription or membership fee shall be refundable upon cancellation of membership.

**7.4. Communication of decision**

7.4.1. The determination of the Committee shall be communicated to the member and in the event of determination to suspend or cancel the membership the member shall be suspended or cease to be a member, subject to any appeal, 14 days after the Committee has communicated its determination to the member.

**7.5. Appeal**

7.5.1. A member who is disciplined by the Committee is entitled to appeal to the Society in general meeting against the expulsion. The intention to appeal shall be communicated in writing to the Secretary of the Society within 14 days after the determination of the Committee has been communicated to the member.

**7.6. Determination of appeal**

7.6.1. In the event of an appeal against expulsion, the appellant's membership of the Society shall not be suspended or terminated until the determination of the Committee to suspend or expel the member is upheld by the members of the Society in general meeting after the appellant has made submissions, either orally or in writing to the members of the Society and in such event the



membership will be suspended or terminated at the date of the general meeting at which the determination of the Committee is upheld.

## **8. SUBSCRIPTIONS**

### **8.1. Subscriptions**

The subscription fees shall be payable annually on such date as the Committee may determine.

### **8.2. Committee to determine**

The annual subscription fees for each class of membership shall be such sum, if any, as the Committee may from time to time determine. If, prior to the date upon which the annual subscription fee shall be payable, the Committee does not determine any altered fee in respect of any class of membership, then the annual subscription fee for each class of membership shall remain as last determined by the Committee.

### **8.3. Failure to pay subscription**

Any member whose subscription is outstanding for more than three months after the date for payment shall have their membership of the Society suspended provided that the Committee may reinstate such a person's membership on such terms as the Committee thinks fit.

## **9. REGISTER OF MEMBERS**

### **9.1. Register of members**

The Secretary must keep and maintain a Register of Members of the Society which contains:

- (a) the name and address and other contact details including electronic mail address if so provided of each member and the class of member;
- (b) the date on which each member was admitted to the Society;
- (c) the subscriptions payable and paid by the member; and
- (d) if applicable, the date of and reasons for, termination of membership.

### **9.2. Inspection and copying**

The Register of Members is available for inspection free of charge by any member but such member may not use the information for any commercial purpose.

## **10. GENERAL MEETINGS**

### **10.1. Annual General Meeting**

10.1.1. An Annual General Meeting of the Society shall be held within five months after the end of the financial year of the Society as defined in sub-clause 14.1.1 of this Constitution and on a date and at a time and venue to be determined by the Committee.

10.1.2. All general meetings other than the Annual General Meeting shall be Special General Meetings and should be held in accordance with this Constitution.

### **10.2. Special General Meeting**

10.2.1. Special General Meetings may be held. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.

### **10.3. Requisition of Special General Meetings**

- 10.3.1. The Committee shall on the Requisition of not less than 10 voting members convene a Special General Meeting.
- 10.3.2. The Requisition for a Special General Meeting shall state the objects of the meeting, shall be signed by the members making the Requisition and be sent to the Society and may consist of several documents in a like form each signed by one or more of the members making the Requisition.
- 10.3.3. If the Committee does not cause a Special General Meeting to be held within one month after the date on which the Requisition is sent to the Society the members making the Requisition, or any of them, may convene a Special General Meeting in the manner set out in clause 10.4 to be held not later than three months after that date.
- 10.3.4. A Special General Meeting convened by members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

### **10.4. Notices (including e-service)**

- 10.4.1. At least 21 days' notice of every general meeting shall be given to every member, including life members, entitled to receive notice at the address appearing in the Register kept by the Society, and to the Auditor at the Auditor's last notified address.
- 10.4.2. In the case of family, corporate or partnership members it is sufficient to send only one notice to the address specified in the Register.
- 10.4.3. A notice of general meeting shall specify the place and day and hour of meeting and shall be sent together with the Agenda for the meeting, details of any Notice of Motion to be dealt with at the meeting and Forms of Proxy in blank for proxy votes.
- 10.4.4. Notices may be given by the Society to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or, where available, by electronic mail to the member's registered address or electronic mail address recorded in the Members' Register of the Society.
- 10.4.5. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the notice and service of the notice is deemed to have been effected two days after posting.
- 10.4.6. Where a notice is sent by electronic mail, service of the notice shall be deemed to have been effected on the next business day after it was sent.

10.4.7. The accidental omission to give notice to or the non-receipt of notice by any person who is entitled to receive notice of a meeting of members does not invalidate the meeting or any resolution passed at the meeting.

#### 10.5. **Business**

10.5.1. The business to be transacted at the Annual General Meeting shall be:

- (a) consideration of the report of the President;
- (b) consideration of the financial reports including the report of the auditors;
- (c) election of Committee members;
- (d) appointment of auditor;
- (e) appointment of Fellows (if recommended);
- (f) any other business as notified.

10.5.2. No business other than that stated in the notice of a general meeting shall be transacted at that meeting.

10.5.3. Any members entitled to vote may submit a Notice or Notices of Motion for inclusion as Special Business at an Annual General Meeting but all Notices of Motion must be submitted in writing to the Society before the last Committee meeting prior to the proposed date of the Annual General Meeting.

#### 10.6. **Quorum**

10.6.1. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings shall be ten (10) members who are entitled to vote.

#### 10.7. **Chair**

10.7.1. The President of the Society shall preside as Chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest arises.

10.7.2. If the President is not present or is unwilling or unable to preside then the Vice President shall act as Chair and if the Vice President is not present or is unwilling or unable to preside the members present shall appoint one of their number to preside as chairperson for that meeting only.

#### 10.8. **Adjournment**

10.8.1. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of members the meeting must be dissolved; and
- (b) in any other case:
  - (i) the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place;

- (ii) if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than five) shall be a quorum.
- (iii) if at the adjourned meeting less than five members are present the meeting shall lapse.

10.8.2. The person presiding may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place.

10.8.3. No business may be conducted at an adjourned meeting other than unfinished business from the meeting that was adjourned.

10.8.4. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting along with a further Form of Proxy must be given to members entitled to receive notice of the original meeting but otherwise it is not necessary to give notice of an adjournment or of the business to be conducted at the adjourned meeting.

#### 10.9. **Voting**

10.9.1. Upon any question arising at a general meeting of the Society, each member has one vote only but in the case of a family membership each adult person included in the membership has one vote.

10.9.2. All votes must be given personally or by proxy.

10.9.3. In the case of an equality of voting on a question, the chairperson of the meeting is entitled to a second or casting vote.

10.9.4. A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Society have been paid other than the amount of the annual subscription payable in respect of the current financial year if the same is not yet due.

#### 10.10. **Poll**

10.10.1. If at a meeting a poll on any question is demanded by not less than three members, it must be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of a meeting on that question.

10.10.2. A poll that is demanded on the election of a chairperson or on the question when an adjournment must be taken immediately and a poll that is demanded on any other question shall be taken at any time before the close of the meeting as the chairperson may direct.

10.10.3. In conducting a poll, those holding a proxy or proxies for other members not present count more than once as the number of proxies they hold for that meeting.

## **10.11. Manner of determining resolution**

10.11.1. If a question arising at a general meeting of the Society is determined on a show of hands:

- (a) a declaration by the chairperson that the resolution has been:
  - (1) carried; or
  - (2) carried unanimously; or
  - (3) carried by a particular majority; or
  - (4) lost; and
- (b) an entry to that effect is made in the Minute Book of the Society that entry is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

## **10.12. Proxies**

10.12.1. Every member shall be entitled to appoint another member or the chairperson of the meeting as a proxy by Form of Proxy notice given to the Society not later than 24 hours before the time of the meeting in respect of which the proxy is appointed and such notice may be given to the Society by electronic mail.

10.12.2. The notice appointing the proxy must be in such form as the Committee may approve.

## **11. PATRONS AND FELLOWS**

### **11.1. Appointment of patrons**

The Committee may appoint a Patron of the Society for such term as the Committee thinks fit.

### **11.2. Fellow**

A person may be appointed as a Fellow of the Society if the person has, in the opinion of the Committee, given outstanding service to the Society over a period of time or made a significant contribution to the Society. Fellows of the Society are to be appointed at an annual general meeting. A Fellow of the Society has all the privileges and obligations of membership. A Fellowship will only be valid while the Fellow remains a financial member of the Society or as the Committee determines.

## **12. COMMITTEE**

### **12.1. Powers and duties of Committee**

12.1.1. The affairs of the Society 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 Society and are not required by the Act or by this Constitution to be done by the Society in general meeting.

12.1.2. The Committee has the management and control of the funds and other property of the Society.

### **12.2. Composition of Committee**

12.2.1. The Committee shall be comprised of not more than ten (10) members.

12.2.2. A Committee member shall be a natural person.

12.2.3. Of the members of Committee, four (4) members shall hold the Offices of

- (a) President
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer,

**and** no person who is not a Committee member shall be elected as an Office Holder.

### 12.3. **Term of office for Committee Members and Office Holders**

12.3.1. Each Committee member shall be elected to be a Committee member until the conclusion of the next Annual General Meeting after election and shall be eligible for re-election.

12.3.2. Committee members shall normally serve no more than five consecutive terms, but may re-nominate if there is a vacancy remaining following the official nomination process.

12.3.3. Each Office Holder elected shall hold office until the conclusion of the first Annual General Meeting after election and subject to this clause shall be eligible for re-election as an Office Holder.

12.3.4. The President shall not normally be re-elected or re-appointed to that office for more than five consecutive terms, but may re-nominate if there is a vacancy remaining following the official nomination process.

12.3.5. If a person is appointed by the Committee as a Committee member to fill a casual vacancy or as an additional Committee member then the term of appointment of that person shall expire at the conclusion of the Annual General Meeting next after the appointment and the period of appointment until the next Annual General Meeting shall not be regarded as a period of office for the purpose of sub-clauses 12.3.1., 12.3.2., 12.3.3. or 12.3.4.

### 12.4. **Election of Committee members**

12.4.1. No person except a serving Committee member shall be eligible to stand for election unless two members of the Society have nominated and seconded that person in writing at least seven (7) days before the meeting by delivering the nomination of that person to the Secretary of the Society. The nomination form shall be signed by the two members and by the nominee. A retiring committee member shall be eligible to stand for re-election without nomination.

12.4.2. Notice of all persons seeking election to the Committee shall be given to all members of the Society before the commencement of the meeting.

12.4.3. Committee members shall elect Office Holders from within the Committee membership at their first meeting following the General Meeting electing them to the Committee.

## **12.5. Casual vacancies, ill-health and additional Committee members**

12.5.1. The Committee may elect or appoint a person to fill a casual vacancy of an Office Holder or Committee member and such person shall hold that office until the next Annual General Meeting of the Society and shall be eligible for election to the Committee as a serving Office Holder or Committee member.

12.5.2. In the event of a casual vacancy for an Office Holder, at least seven (7) days notice of the proposal to hold an election by the Committee for the position shall be given to all Committee members and the voting shall be by secret ballot.

12.5.3. In the event that an Office Holder shall be temporarily incapacitated by ill-health or is granted extended leave by the Committee, the Committee may appoint another Committee member or member of the Society to act in the position of such Office Holder.

12.5.4. The Committee may appoint an additional Committee member so as not to exceed the total number of persons eligible to be members of the Committee.

## **12.6. Disqualification of Committee members**

12.6.1. The office of a Committee member shall become vacant if a Committee member is:

- (a) disqualified from being a Committee member by the Act;
- (b) expelled or suspended as a member under this Constitution;
- (c) permanently incapacitated by ill-health;
- (d) absent without apology for more than three meetings in a financial year;
- (e) is removed by a resolution passed at a General Meeting of the Society.

## **12.7. Committee member's interest**

12.7.1. A Committee member is disqualified from holding any place of profit or position of employment in the Society or in any company or incorporated association in which the Society is a shareholder or otherwise interested or from contracting with the Society, either as vendor, purchaser, service provider or otherwise except with express resolution of approval of the Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Society in which any Committee member is in any way interested will be void unless approved by the Committee.

## **12.8. Conflict of interest**

12.8.1. A Committee member shall declare his or her interest in any:

- (a) contractual matter;
- (b) disciplinary matter; or
- (c) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Committee, absent himself or herself from discussions of any such matter and shall not be entitled to vote in respect of any such matter. If the Committee member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee member to absent himself or herself from discussions and refrain from voting, the issue should be

immediately determined by a vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

**12.9. Disclosure of interests**

12.9.1. The nature of the interest of such Committee member must be declared by the Committee member at the meeting of the Committee at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Committee member becomes interested in a matter after it is made or entered into the declaration of interest must be made at the first meeting of the Committee held after the Committee members becomes so interested.

12.9.2. All disclosed interests must also be disclosed at each Annual General Meeting in accordance with the Act.

**12.10. General disclosure**

12.10.1. A general notice that a Committee member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under sub-clause 12.9. as regards such Committee member and the said transactions. After such general notice it is not necessary for such Committee member to give a special notice relating to any particular transaction with that firm or company.

**12.11. Recording disclosures**

12.11.1. Any declaration made, any disclosure or any general notice given by a Committee member in accordance with sub-clauses 12.8., 12.9. and/or 12.10. must be recorded in the Minutes of the relevant meeting.

**13. COMMITTEE MEETINGS**

**13.1. Meetings**

13.1.1. The Committee must meet for the despatch of business at least six times in each year.

13.1.2. The Secretary shall give written notice of each Committee meeting to each member of the Committee except in the case of an emergency at least 7 days before the date of the meeting.

13.1.3. Special meetings of the Committee may be convened by the President or by any two members of the Committee.

13.1.4. Written notice must be given to the members of the Committee of any special meeting specifying the general nature of the business to be discussed and no other business shall be transacted at that meeting.

13.1.5. Notice of the Committee meeting and the business may be given by electronic mail to the address provided by the Committee member to the Society.



**13.2. Quorum for Committee meetings**

13.2.1. A quorum for the conduct of the business of a meeting of the Committee shall be at least half the number of then serving Committee members including Office Holders.

13.2.2. In the case of an ordinary or special meeting if within half an hour of the time appointed for a meeting a quorum is not present then the meeting lapses.

13.2.3. The Committee may act notwithstanding any vacancy on the Committee.

**13.3. Presiding member**

13.3.1. At meetings of the Committee the President or in his absence the Vice President is to preside or if neither the President nor the Vice President are present or if they are unable or unwilling to preside, the members present must choose one of their number to preside.

**13.4. Voting**

13.4.1. Questions arising at a meeting of the Committee or any meeting of any sub-committee appointed by the Committee shall be determined on a show of hands or, if a member of the Committee requests, by a poll taken in such manner as the person presiding at the meeting may determine.

13.4.2. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of equality of votes on any question the person presiding may exercise a second or casting vote.

**13.5. Written resolution and electronic meetings and voting**

13.5.1. If all the members of the Committee entitled to receive notice of a Committee meeting and to vote on the resolution sign a document or documents containing a statement to the effect that they are in favour of the resolution set out in the document, a Committee resolution in those terms is passed at the time when the last Committee member signs.

13.5.2. An electronic message containing the text of the resolution expressed to have been assented to by a Committee member that is sent to the Society is deemed to be a document signed by that Committee member at the time of its receipt by the Society.

13.5.3. A meeting of the Committee may be held by a telephone or video conference link and the procedures set out in these Rules for a meeting of the Committee shall apply except that the members participating are not required to be present in the same room providing they can hear all the proceedings and make their own contributions to the proceedings.

**13.6. Validity of decisions**

13.6.1. Each resolution passed or thing done by or with the participation of a person acting as a member of the Committee is valid even if it is later discovered that:  
(a) there was a defect in the appointment of the person; or

- (b) the person was disqualified from continuing in an office voting on the resolution or doing the thing.

### **13.7. Adjournment**

- 13.7.1. The Committee may adjourn any meeting and subject to this Constitution otherwise regulate its meetings as it decides.

## **14. FINANCE**

### **14.1. Financial year**

- 14.1.1. The financial year of the Society shall end on 31 December in each calendar year.

### **14.2. Maintain accounting records**

- 14.2.1. The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act.

### **14.3. Accounts and reports at annual general meeting**

- 14.3.1. The accounts, together with the Auditor's Report on the accounts, the Committee Statement and the Committee's Report shall be available 7 days prior to the Annual General Meeting, and shall be laid before members at the Annual General Meeting.

### **14.4. Returns lodged at Consumer and Business Services\***

- 14.4.1. If the Society is or becomes a Prescribed Association as defined by the Act the Annual Return shall be lodged through the Consumer and Business Services within six months after the end of each financial year and it must be accompanied by a copy of the accounts, the Auditor's Report, the Committee Statement and the Committee's Report.

\*Note: previously known as Office of Consumer & Business Affairs

## **15. AUDITOR**

### **15.1. Appointment of auditor**

- 15.1.1. At each Annual General meeting the members shall appoint a person who, if the Society is or becomes a Prescribed Association, is qualified in accordance with the provisions of the Act, but otherwise a person who is not a member of the Committee and who is otherwise suitably qualified, to be Auditor of the Society.

- 15.1.2. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

- 15.1.3. If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor for the current financial year.

## **16. MINUTES**

### **16.1. Minutes to be maintained**

- 16.1.1. Proper minutes of all proceedings of general meetings of the Society and of meetings of the Committee and shall be entered within one month after the relevant meeting in Minute Books kept for that purpose.

- 16.1.2. The Minutes kept pursuant to this Rule must be confirmed by the members of the Society or the members of the Committee at a subsequent meeting.
- 16.1.3. The Minutes kept pursuant to this Rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the Minutes are confirmed.
- 16.1.4. 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 the meeting shall be deemed to be valid.

## **17. FUNDS**

### **17.1. Funds to be collected**

17.1.1. The Treasurer of the Society must:

- (a) supervise the collection and receipt of all monies due to the Society and the making of all payments authorised by the Society; and
- (b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

### **17.2. Cheques and document signatories**

17.2.1. All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be by any two authorised members of the Committee or in such other manner as the Committee determines.

## **18. COMMON SEAL**

### **18.1. Common seal**

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

18.1.2. The seal must only be used with the express authorisation of the Committee and every use of the seal shall be recorded in the Minute Book of the Society.

18.1.3. The affixing of the seal shall be witnessed by two members of the Committee who are authorised by the Committee to witness the affixation of the seal.

## **19. CUSTODY OF BOOKS, RECORDS**

### **19.1. Custody and inspection of books**

19.1.1. The Secretary must ensure the safe custody and control of all books, documents and securities of the Society.

19.1.2. All accounts, books, securities and any other relevant documents of the Society must be available for inspection free of charge by any Committee member upon request.

19.1.3. A Committee member may make a copy of any accounts, books, securities or other relevant documents of the Society.

## **20. APPOINTMENT OF OTHER COMMITTEES**

### **20.1. Appointment of other committees**

20.1.1. The Committee may by resolution create or establish or appoint committees or working groups which must include at least two members of Committee and may include persons who are not members of the Committee, or individual officers to carry out such duties and functions and with such powers, including the power to make decisions binding on the Society, as the Committee determines from time to time.

### **20.2. Scientific advisory committee**

20.2.1. The Committee will create a scientific advisory committee called the Scientific Working Group constituted as per 20.1.1. to give advice and inform the Society on matters of research and science and matters determined by the Committee or the members at a General meeting.

### **20.3. Chair, quorum and terms of reference**

20.3.1. In resolving to appoint any committee or working group, the Committee shall:

- (a) appoint a chair of the committee;
- (b) fix the quorum applicable for the meeting of such committee;
- (c) determine the terms of reference including any delegated powers of the committee.

### **20.4. Procedure for committees**

Except as otherwise specified by the Committee, the rules of procedure for meetings of any committee shall so far as is practical be the same as for the Committee.

## **21. DELEGATIONS**

### **21.1. Delegation of powers**

21.1.1. The Committee may by resolution delegate such of its functions or powers as are specified in the resolution other than:

- (a) the power of delegation;
- (b) a function imposed on the Committee by the Act or by any other law or this Constitution or by resolution of the Society in general meeting as being a function which cannot be delegated.

### **21.2. Delegated function exercised in accordance with the terms**

21.2.1. A function or power the exercise of which has been delegated under this clause may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### **21.3. Procedure of delegated entity**

21.3.1. The entity exercising delegated powers shall make decisions in accordance with the objects of this Constitution and shall promptly supply the Committee with details of all material decisions and shall provide any other reports, minutes and information as the Committee may require from time to time.

**21.4. Delegation may be conditional**

21.4.1. A delegation under this clause may be made subject to such conditions or limitations as may be specified in the delegation.

**21.5. Revocation of delegation**

21.5.1. The Committee may by resolution at any time revoke wholly or in part any delegation made under this clause.

**22. PUBLIC OFFICER**

**22.1. Public officer**

The Committee must appoint a Public Officer of the Society for the purpose of the Act while the Act requires it.

**23. INDEMNITY**

**23.1. Indemnity to Committee members and members**

23.1.1. The members of the Committee and members of the Society shall be indemnified out of the property and assets of the Society against any liability incurred by them in their capacity as Committee member or member or defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

23.1.2. The Society shall indemnify its Committee members and members against all damages and losses (including legal costs) for which any such Committee member or member may be or become liable to any third party in consequence of any act or omission except wilful misconduct, gross negligence, fraud or other criminal acts:

- (a) in the case of a Committee member performed or made whilst acting on behalf of and with the authority express or implied of the Society; and
- (b) in the case of a member performed or made in the course of and within the scope of his or her work with the Society.

23.1.3. The members of the Committee and members of the Society shall be indemnified by the Society against any personal loss in respect of any pecuniary liability incurred by authority of the Committee; and the Committee shall be so indemnified against any personal loss in respect of any act or thing done by them which, in their opinion, was for the welfare of the Society provided such act or omission occurred in conformity with this Constitution.

**24. ALTERATION OF CONSTITUTION**

**24.1. Procedure and effect**

24.1.1. This Constitution may be altered (including an alteration of the Society's name) by Special Resolution of the members of the Society. This alteration may include a rescission of the Constitution or replacement by a substitute Constitution.

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

24.1.3. The altered or substituted Constitution shall bind the Society and every member of the Society to the same extent as if each member had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

## 25. **WINDING-UP**

### 25.1. **Winding-up by resolution**

25.1.1. The Society may be wound up in the manner provided for in the *Income Tax Assessment Act 1997* (Cth). In case of the 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.

25.1.2. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting of which the decision to wind up the Society is determined.

## 26. **TRANSITIONAL PROVISIONS**

### 26.1 **Transitional members**

26.1.1. All persons who are members of the Society at the adoption of this Constitution shall continue as members for the period of their paid subscription.

### 26.2 **Transitional Fellows**

26.1.2. All persons who were appointed Fellows of the Society as at the date of adoption of this Constitution shall continue as Fellows of the Society.

## 27. **PUBLIC FUND**

### 27.1. **Public fund objective**

The objective of the fund is to support the environmental purposes of the Society.

### 27.2. **Invitation to public**

Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.

### 27.3. **Money deposited into the fund**

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.

### 27.4. **Not-for-profit**

The Fund will be operated on a not-for-profit basis.

### 27.5. **Committee of management for the public fund**

A committee of management of no fewer than three (3) persons will administer the fund. The committee will be appointed by the Society's management committee. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

## 27.6. **Public fund procedures**

The Public Fund Management shall use the following procedures:

*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.*

### 27.6.1. All receipts must state:

- (a) that the recipient is "The NHSSA Public Fund";
- (b) the Society's ABN is 20 375 644 548;
- (c) that the receipt is for a Gift or Donation and the value of the Gift or Donation;
- (d) full name of the donor; and
- (e) the date the gift or bequest was donated.

27.6.2. A bank account, The NHSSA Public Fund Account, shall be operated for the sole use of the Public Fund and shall be kept separate from any other bank accounts operated by the Society.

27.6.3. Public Fund Management, as managers of the Public Fund, shall be the sole signatories to The NHSSA Public Fund Account and two (2) signatures shall be required for all debit transactions.

### 27.6.4. **Ministerial Rules**

The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

### 27.6.5. Requirements of the Public Fund

The organisation must inform the Department responsible for the environment as soon as possible if:

- (a) it changes its name or the name of its public fund; or
- (b) there is any change to the membership of the management committee of the public fund; or
- (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

### 27.6.6. **Statistical information 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 public fund monies and the management of public fund assets.

### 27.6.7. **Winding up**

*In case of the 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.*

### 27.6.8. **Not-for-profit**

The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred

directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

**27.6.9. Conduit policy**

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.





**Natural History Society  
of South Australia Incorporated  
FORM OF PROXY**

I, the undersigned, \_\_\_\_\_ (print name)  
of \_\_\_\_\_ (address)  
being a financial Member of the Natural History Society of South Australia Incorporated  
(NHSSA) entitled to cast my vote for the decisions made at General Meetings of the NHSSA,  
hereby appoint \_\_\_\_\_ (name of appointed person)  
of \_\_\_\_\_ (address)  
or failing him/her \_\_\_\_\_ (name of second person)  
of \_\_\_\_\_ (address)  
as my proxy to vote on my behalf at the meeting of the Society to be held on  
\_\_\_\_\_ (date of meeting) and at any adjournment of that meeting.

My proxy may vote as he/she thinks.\*

Signature \_\_\_\_\_ Date \_\_\_\_\_

\* Alternatively, if you wish to instruct your proxy, this sentence should be deleted and replaced by:

Return this signed Proxy to the Secretary of the Society to be received not later than 24 hours before the time of the meeting in respect of which this proxy is appointed in hard copy sent or a scanned copy sent by email to [info@nhssa.com.au](mailto:info@nhssa.com.au).