



BAROSSA WILDLIFE RESCUE
INCORPORATED

Constitution

Version 4 – 17 October 2023

ABN 30 944 287 559

BAROSSA WILDLIFE RESCUE INCORPORATED

Constitution

1. Name

The name of the incorporated association is BAROSSA WILDLIFE RESCUE INCORPORATED, referred to herein as 'the association'.

2. Definitions

- a. 'Committee' means the Committee of management of the association.
- b. 'General meeting' means a general meeting of members of the association convened in accordance with these rules.
- c. 'Member' means a member of the association.
- d. 'Month' shall mean a calendar month.
- e. 'Special Resolution' means a special resolution defined in the Act.
- f. 'the Act' means the Associations Incorporation Act 1985.
- g. 'the Regulations' means Associations Incorporation Regulations 2023.
- h. 'Financial Year' means the year commencing 01 July and concluding 30 June.
- i. 'Casual vacancy' refers to a position on the Committee of the association which:
 - i. was not filled by election at the last annual general meeting, or
 - ii. has become vacant due to the resignation, death, removal from office, or cessation of membership of the association of an elected member of the Committee.

3. Objects or purposes of the association

3.1. Vision:

Barossa Wildlife Rescue is established as a not-for-profit charity with the purpose of ensuring all orphaned or injured wildlife in the Barossa and surrounding districts are cared for, and in so doing, preventing and relieving their suffering, and to support the preservation of all Australian wildlife.

3.2. Mission:

- a. To rescue sick, injured or orphaned wildlife in the Barossa and surrounding districts for the purpose of rehabilitation and release back to the wild.

- b. To provide care and facilities to enable rescued wildlife to be rehabilitated and returned to the wild.
- c. To retain rehabilitated wildlife deemed unsuitable for release.
- d. To prevent undue suffering to all wildlife, including euthanising if required.
- e. To recruit, train and mentor volunteer wildlife carers.
- f. To ensure the sustainability of the organisation through legislative compliance, sound governance, an increase of human resources, and fundraising.
- g. To establish and maintain a public fund to be called the “Barossa Wildlife Rescue Public Fund” for the specific purpose of supporting the environmental objects/purposes of Barossa Wildlife Rescue Incorporated. 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.

4. Powers of the Association

In addition to all the powers conferred by Section 25 of the Association Incorporation Act 1985 (refer below) the association has the power to solicit, receive, and accept donations, subscriptions, endowments, gifts, grants and loans of money or any other property. The association is also to maintain registration with the Australian Charity and Not-For-Profits Commission (ACNC).

5. Membership

5.1. All members must:

- a. Agree to support the objects of the association and are bound by its rules and policies.
- b. Complete the prescribed application form (either online or in writing).
- c. Have been accepted by the Committee or the Committee membership representative.
- d. Pay the prescribed membership fee.

5.2. Types of members

- a. General membership: Any person who wishes to support and / or be involved with the association.
- b. Honorary membership: Any person who is deemed appropriate by the Committee to be an honorary member, and will be reviewed annually.

5.3. Membership fees

- a. Membership fees will be agreed by the Committee on an annual basis and ratified at the Annual General Meeting (AGM).

5.4. Cessation of membership

- a. A member may resign from membership of the association by giving written notice to the Secretary or public officer of the association. Any resigning member shall be liable for any outstanding membership fees which may be recovered as a debt due to the association.
- b. Any member whose membership fees are 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.
- c. A member may be expelled from the association and their membership terminated in accordance with section 5.6 (Expulsion of a member).

5.5. Register of members

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 date on which each member was admitted to, or resigned from, the association.
- e. The date of and reason(s) for termination of membership (if applicable).

5.6. Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. 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.
- c. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.6d below), cease to be a member 14 days after the Committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the Secretary or public officer of the association

within 14 days after the determination of the Committee has been communicated to the member.

- e. In the event of an appeal under 5.6d above, the appellant's membership of the association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association. In such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

6. The Committee

6.1. Powers

- a. The affairs of the association shall be managed and controlled by a Committee who, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The Committee has the management and control of the funds and other property of the association.
- c. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules and the Act are silent.

6.2. Appointment

- a. The Committee shall be comprised of not less than six and not more than 12 members and include a Chairperson, Vice Chairperson, Secretary, Treasurer and Public Officer.
- b. Committee members will be elected at an Annual General Meeting or a Special Meeting of the Association.
- c. The Chairperson, Treasurer and Secretary will be elected for an initial term of two years with the aim to stagger changes in Office Bearers to retain Committee knowledge.
- d. All other Committee members will be elected for a term of one year.
- e. The Committee may appoint a member to fill a casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the association.
- f. A Committee member may stand for re-election when their term expires.
- g. Members of the association may nominate for election to the Committee by notifying the Secretary no less than three days prior to the relevant election.

- h. A person may nominate for election to more than one position on the Committee but cannot be elected to more than one position, unless one of those positions is Public Officer.
- i. If there is only one nominee for a position on the Committee, that person will be declared elected. Otherwise, there will be a closed ballot for the position. The person with the most votes is elected to the position. However, if there is an equality of votes, successive ballots will be taken until the deadlock is broken or a decision by the Chair to defer the vote until the next meeting to account for absent voting members.
- j. The Committee shall appoint a Public Officer as required by the Act and notice of appointment and any change in the identity or address of the Public Officer must be lodged within one month after the change (with CBS).

6.3. Proceedings of Committee

- b. The Committee shall meet together for the dispatch of business at least once a month.
- c. A quorum for a meeting of the Committee shall be one half of the minimum members of the Committee, being four Committee members.
- d. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative (second) vote. Please note a casting vote is optional.
- e. Notice of Committee meetings must be given at the previous Committee meeting or by 7 days written / electronic notice distributed to all Committee members. In an emergency, notice of Committee meetings may be given with such notice and by such means as subsequently ratified by the Committee.
- f. Meetings may be called by the Chairperson or Secretary, or by 2 Committee members.
- g. The Committee may appoint a panel of the Chairperson, and in their absence, the Vice Chairperson, plus 2 other Committee members who may decide on urgent matters which must be dealt with quickly. The decision must be ratified at the next Committee meeting.
- h. The Committee may form sub-committees for specific purposes and may delegate any of its powers to the sub-committee.
 - i. A member of the sub-committee does not need to be a member of the Committee but must be a member of the association.
 - ii. Sub-committees must report back to the main Committee regularly.
 - iii. A quorum for all sub-committees is half the number of sub-committee members.

- iv. Decisions made by the sub-committee must be ratified by the Committee.
- i. Members of the Committee must declare their membership of other similar organisation and, as a Committee member, always place the interests of the association as their first priority.
- j. A member of the Committee having a direct or indirect pecuniary (relating to or consisting of money) 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 AGM of the association.

6.4. Disqualification of Committee members

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 as a member under these rules.
- c. Permanently incapacitated by ill health.
- d. Absent without apology from more than four meetings in a financial year.
- e. No longer the duly appointed representative of a corporate member.

7. Responsibilities of Office Bearers

7.1. Chairperson

The responsibilities of the Chairperson include:

- a. Acting as the spokesperson for the Association.
- b. Chairing the general and Committee meetings.
- c. Together with the Secretary, preparing the agenda for the Committee and general meetings. Members may submit agenda items to the Chairperson or Secretary.
- d. Ensuring that meetings are correctly convened, the agenda is followed, and there is a quorum present for all decisions.
- e. Encouraging full balanced participation by all members.
- f. Ensuring motions and amendments are unambiguous and otherwise in order.
- g. Voting on any motion considered by the meeting and in the event of a tied vote, the Chairperson may exercise a second or casting vote.

7.2. Vice Chairperson

- a. The responsibilities of the Vice Chairperson are to shadow that of the Chairperson. In the absence of the Chairperson, it is the duty of the Vice Chairperson to stand in and assume the responsibilities of the Chairperson.
- b. In instances where there is a complaint relating to the Chairperson, or a conflict of interest, it is the responsibility of the Vice Chairperson to act as the Chairperson on these issues.

7.3. Secretary

The responsibilities of the Secretary are to:

- a. Keep records of the association including the constitution, policies, records of members and Committee members, a register of minutes and notices, a file of correspondence and records of any reports or submissions made on behalf of the association.
- b. Provide notice of meetings according to the provisions of this constitution.
- c. Together with the Chairperson, draft meeting agendas and circulate to members.
- d. Ensure that in the absence of the Secretary or at the Secretary's request, another member may stand in as minute Secretary for a meeting.
- e. Ensure that minutes of meetings are approved by the Chair and all other Committee members attending the subsequent meeting.
- f. A member may inspect the books and records of the association at no cost during ordinary business hours on giving reasonable notice to the Secretary.

7.4. Treasurer

It is the duty of the Treasurer to:

- a. Ensure that all money due to the association is collected and received and that all payments authorised by the association are made.
- b. Make payments of less than \$500 without consultation with the Committee and ensure items exceeding \$500 are authorised in writing by another member of the Committee.
- c. Keep correct books and accounts showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- d. Provide a written update of the financial affairs of the association at Committee meetings.
- e. Prepare an annual financial statement following the end of the financial year.

- f. Arrange that the annual financial statement be reviewed by an appropriate independent third party before being presented to the Committee at the annual general meeting.

8. The Seal

- a. The association shall have a common seal upon which its corporate name shall appear in legible characters. 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. The affixing of the seal shall be witnessed by the Chairperson and the Secretary.

9. Meetings

9.1. Annual general meetings

- a. The Committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - ii. The consideration of the accounts and reports of the Committee and the independent third-party report.
 - iii. The appointment of an appropriate independent third party to conduct an independent financial review of the end of year financial statements.
 - iv. The election of Committee members.
 - v. Ratification of membership fees agreed by the Committee.
 - vi. Any other business requiring consideration by the association in a general meeting.

9.2. Special general meeting

- a. The Committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than five members of the association, the Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

- d. If a special general meeting is not convened within one month, as required by 9.2b above, 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 a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

9.3. Notice of general meetings

- a. Subject to 9.3b, at least 14 days notice of any general meeting shall be given to 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.
- 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 sending it by email or post to the address appearing in the register of members.
- d. Where a notice is sent by post:
 - i. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. unless the contrary is proved, 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.

9.4. Proceedings at general meetings

- a. Nine members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, then the meeting will be adjourned and held within four 4 weeks. The quorum for the adjourned meeting is five members. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute a quorum.
- c. Subject to 9.4d, the Chairperson shall preside as chair at a general meeting of the association.
- d. If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the role of chair, the members may choose a Committee member or one of their own number to be the chair of that meeting.

9.5. Voting at general meetings

- a. Subject to these rules, every general member of the association has only one vote at a meeting of the association.
- b. Members 18 years of age and over have the right to vote at general meetings.
- c. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- d. A question for decision at a general meeting must be determined by a show of hands.
- e. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

9.6. Special and ordinary resolutions

- a. As specified by the Act, a special resolutions is required to:
 - i. Alter a rule of an incorporated association.
 - ii. Amalgamate with other incorporated association/s.
 - iii. Wind up with association.
- b. A special resolution is a resolution passed by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.7. Proxies

- a. 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.

10. 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 books kept for the purpose.

- b. The minutes kept pursuant to this rule must be confirmed by the members of the Committee (quorum) at a subsequent meeting.
- c. It is assumed that the minutes are signed-off once they are confirmed by members of the Committee at the next succeeding meeting and electronically signed by the Chairperson.
- d. Where minutes are entered 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.

11. Dispute resolution

- a. The association will apply the principles of natural justice to dispute resolution.
- b. The dispute resolution procedure set out in this rule applies to disputes under these Rules between
 - i. a member and another member.
 - ii. a member and the association.
 - iii. the Public Funds Management Committee and the Committee of the Association
- c. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- d. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- e. If, after discussion between the parties as described in 11c and 11d above, the dispute cannot be resolved, then the parties to the dispute should participate in formal Mediation with an accredited Mediator.

12. Financial reporting

- a. The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- b. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- c. The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, shall be laid before members at the annual general meeting.

- d. At each annual general meeting, the members shall appoint a person to be auditor of the association, including its Public Fund. The auditor shall hold office until the next annual general meeting and is eligible for reappointment. If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

13. Not-for-Profit

- a. The income and property of the organisation shall be applied solely in the promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly to members or their associates or the management committee of the public fund by way of dividend, bonus or by way of profit, except for bona fide reimbursement of a service rendered or expenses incurred on behalf of the association.

14. Rules

- b. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes revision or replacement by substitute rules.
- c. The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- d. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

15. Winding up

- a. The association may be wound up by the passing of a special resolution by the members of the association and in accordance with the Act.
- b. As part of the process of winding up, all animals under the care of BWR will be transferred to, and cared for, by a like-minded organisation. Such organisation or organisations shall be identified and determined by the Committee.
- c. In case of the winding-up of the association, any surplus assets are to be transferred to any organisation or organisations which have similar objectives and have rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by an ordinary resolution of members in a general meeting.
- d. In case of the winding-up of the Barossa Wildlife Rescue Public Fund, any surplus assets of the fund are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

16. Barossa Wildlife Rescue Public Fund**16.1. The Objective of the Public fund**

- a. The objective of the fund is to support the organisation's environmental purposes
- b. 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.
- c. 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.
- d. 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.
- e. Receipts are to be issued in the name of the Barossa Wildlife Rescue Public Fund and proper accounting records and procedures are to be kept and used for the fund.
- f. The fund will be operated on a not-for-profit basis.

16.2. Requirements of the Public Fund

- a. The organisation must inform the Department responsible for the environment as soon as possible if:
 - i. It changes its name or the name of its public fund; or
 - ii. There is any change to the membership of the management committee of the public fund; or
 - iii. There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisation.

16.3. Compliance With Government Rules

- a. Barossa Wildlife Rescue Public Fund will comply with any rules that the Federal Treasurer and Minister with responsibility for the environment may make to ensure that gifts to the organisation are used only for its principal purpose.

16.4. Conduit Policy

- a. The allocation by the Barossa Wildlife Rescue Public Fund 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.

16.5. Statistical data

- a. Statistical data about gifts to the Barossa Wildlife Rescue Public Fund during the financial year ending 30th June will be provided to the Department responsible for the environment within four months after the end of the financial year and in the form required by the Department.
- b. 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.

16.6. Public Fund Management Committee

- a. A committee of management of no fewer than three persons will administer the fund.
- b. The committee will be appointed by the organisation.
- c. 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.