

# Constitution of the Friends of Aranda Bushland

## PART I – PRELIMINARY

### 1. Name

The name of the organisation is Friends of the Aranda Bushland Incorporated.

### 2. Definitions

In these rules unless a contrary intention appears – “Act” means the Associations Incorporation Act 1991 of the A.C.T.; “A.C.T.” means Australian Capital Territory; “A.G.M.” means Annual General Meeting; “Aranda Bushland” means the area so defined by the A.C.T. Parks and Conservation Service; “group” means the organisation established by this constitution; “member” means a member however described by the group; “model rules” means the rules annexed to the regulations; “ordinary committee member” means a member of the committee who is not an office bearer of the group; “public officer” means the person appointed to this role as provided in rule 5; “Regulations” means the Associations Incorporation Regulations.

### 3. Interpretation of the Other Provisions

This constitution is to be interpreted by reference to the Act and the Interpretation Act of the A.C.T.

### 4. Relationship with Parkcare

The group is an incorporated body operating as part of the Parkcare organisation established by the A.C.T. Government.

### 5. Public Officer

(1) At each A.G.M. the group is to appoint a public officer.

(2) The public officer must be a resident of the A.C.T. and must be 18 years of age or more.

(3) Any member of the group may be the public officer.

(4) In addition to carrying out duties conferred on the public officer by this constitution, the public officer is to perform statutory duties required by or under the Act.

(5) Provisions of this constitution relating to casual vacancies of office holders also apply to public officers.

## **PART II – VALUES AND OBJECTIVES**

### **6. Values**

The values and principles which the group seeks to promote are:

- (a) the importance for residents to know and value their natural environment;
- (b) the obligation of each generation to preserve and/or restore the natural environment for future generations.

### **7. Broad Objectives**

The broad objectives of the group are:

- (a) to enhance the quality and availability of knowledge of the flora of the Aranda Bushland for both present and future generations; and
- (b) to contribute to the knowledge of the flora of the A.C.T.

### **8. Specific Objectives**

The specific objectives of the group are;

- (a) to undertake field activities to maintain and/or restore the integrity of the indigenous flora;
- (b) to secure such grants from public or private sources as are necessary to achieve the following;
- (c) to establish comprehensive documentation of the flora of the Aranda Bushland, through photography and other means;
- (d) to make the documentation widely available to interested groups of the local community, the A.C.T. and adjoining areas of N.S.W.;
- (e) to make the resulting publication readily understood by and accessible to students and the general public;
- (f) to encourage local participation in the group's projects;
- (g) to promote awareness of the group's projects among local groups and others who might benefit;
- (h) to arrange training where possible in the skills required in each project.

## **PART III – MEMBERSHIP**

### **9. Membership**

(1) Membership is open to any interested person, especially residents of Aranda and adjoining suburbs, committed to furthering the objectives of the group.

(2) A person may become a member by completing the membership application.

(3) A person's membership ceases by resignation in writing or failure to participate in the group's activities for a period of two years.

(4) Where the committee or a general meeting is of the view that a member has persistently acted in a manner which is prejudicial to the group's activities, action may be taken in accordance with clause 9 of the model rules with respect to the courses available, the procedures and processes to be followed, the rights of appeal which may be utilised, and the like.

### **10. Members' Liability**

Members are not personally liable for any debts incurred by the group.

## **PART IV – THE COMMITTEE**

### **11. Powers of the Committee**

The committee, subject to the Act, the Regulations, this constitution, and to any resolution passed by the group in a general meeting, controls and manages the affairs of the group.

### **12. Constitution and Membership**

(1) The committee consists of a minimum of six people elected pursuant to subrule 12(3).

(2) The office bearers of the group are – convenor, treasurer, secretary, and holders of such other positions as are nominated from time to time.

(3) The convenor and other members of the committee are to be elected at each annual general meeting in such a manner as the committee directs.

(4) Subject to these rules, all members of the committee hold office until the conclusion of the A.G.M. following their election but are eligible for re-election.

(5) The committee may co-opt additional members for particular purposes and periods.

### **13. Secretary**

- (1) The committee is to appoint a secretary.
- (2) The secretary is to record, or cause to be recorded, the minutes of committee meetings and general meetings.
- (3) Minutes of a meeting are to be confirmed at the next meeting.

### **14. Treasurer**

- (1) The committee is to appoint a treasurer.
- (2) The treasurer is to:
  - (a) collect and receive all monies due to the group and make payments authorised by the group;
  - (b) keep correct accounts showing the project's financial affairs with details of receipts and expenditure.

### **15. Vacancies**

- (1) A committee member resigns, and any office held falls vacant, by advising the convenor in writing, or in the case of the convenor by advising the secretary in writing.
- (2) A committee member is deemed to have resigned and any office held by that person falls vacant if he or she fails to attend three consecutive meetings without tendering an apology.
- (3) Where a casual vacancy occurs interested members may nominate themselves for the position.
- (4) If the number of nominations exceeds the places available the member(s) will be determined by vote.

### **16. Conflict Resolution**

A member of the committee dissatisfied with the actions of any other member may call a special meeting of the committee so that the matter may be resolved.

## 17. Committee Meetings and Quorum

- (1) The committee must meet at least three times each calendar year.
- (2) The secretary must give 48 hours notice of a meeting either orally or in writing.
- (3) Notice of a meeting must specify the nature of the business. Other business may not be transacted without the agreement of a majority of all members of the committee.
- (4) Any four members of the committee constitute a quorum for a meeting.

## 18. Voting and Decisions

- (1) Questions arising at meetings of the committee are determined by a majority of votes of members at the meeting. Proxy voting is not permitted.
- (2) In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## PART V – GENERAL MEETINGS

### 19. Annual General Meetings

The group is to convene an A.G.M. within five months of the end of each financial year.

### 20. Business of Annual General Meeting

- (1) The business of the A.G.M. is:
  - (a) to confirm the minutes of the preceding A.G.M. and of any intervening general meeting whose minutes had not been confirmed;
  - (b) to receive reports from the committee on the group's activities during the preceding financial year;
  - (c) to elect the convenor and other members of the committee;
  - (d) to appoint the public officer;
  - (e) to receive and consider the statement of accounts and reports required to be submitted to members pursuant to subsection 73(1) of the Act.
- (2) An A.G.M. is to be specified as such in the notice convening it.

## 21. Calling General Meetings

- (1) The committee may convene a general meeting whenever it thinks fit.
- (2) A member or members may require a general meeting to be held.
- (3) Any requisition must:
  - (a) state the purpose(s) of the meeting;
  - (b) be signed by the member or members making the requisition;
  - (c) be lodged with the secretary.
- (4) A requisition may consist of a single document or several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the committee fails to convene a general meeting within four weeks of the date on which a requisition for such a meeting is lodged with the secretary, any one or more members making the requisition may convene a special general meeting to be held not more than eight weeks after the date of the requisition.
- (6) A special general meeting will comply as nearly as practicable with the arrangements for general meetings.

## 22. Notice of General Meetings

- (1) At least 14 days before the holding of a general meeting the secretary must arrange delivery of a notice specifying its place, date and the nature of business to be transacted.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires special resolution, the secretary must, at least 21 days before the date fixed for the general meeting, have a notice delivered to each member specifying the intention to propose the special resolution in addition to the matter required under subrule (1).
- (3) A member desiring to bring any business before a general meeting may give notice of it in writing to the secretary who will include it in the notice convening the meeting.

## **23. General Meetings – Procedure and Quorum**

(1) Five members present in person constitute a quorum.

(2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting stands adjourned until a time, place and date to be fixed.

(3) At an adjourned meeting a quorum is deemed to be three members.

## **24. Presiding Member**

The convenor or, if absent, any other member elected by the committee may preside at a general meeting.

## **25. Making of Decisions**

(1) Questions arising at general meetings are determined by a majority of votes. Proxy voting is not permitted.

(2) In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **PART VI – FINANCE**

### **26. Financial Year**

The financial year of the group begins on 1 October each year.

### **27. Sources of Funds**

(1) Funds may be raised from donations, fund-raising projects and grants from any appropriate source.

(2) All monies received are to be deposited as soon as practicable in the group's bank account.

### **28. Management of Funds**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including the electronic transfer of funds must be signed by or approved by the treasurer and one other committee member.

### **29. Review of Annual Accounts**

As soon as practicable after the balance date and prior to the AGM the Treasurer shall circulate the accounts to committee members for review.

## **PART VII – MISCELLANEOUS**

### **30. Alteration of Objectives and Rules**

Neither the objectives of the group nor these rules may be altered except in accordance with the Act.

### **31. Common Seal**

(1) The common seal of the group is to be kept by the secretary.

(2) The common seal is fixed by the authority of the committee only, and attested by the signatures of two committee members.

### **32. Custody of Books**

Subject to this Act, the regulations and these rules, the secretary must keep in his or her control all records and other documents relating to the group.

### **33. Inspection of Books**

The record books and other documents of the group are to be open to inspection by members of the group at any reasonable hour.

### **34. Service of Notices**

For the purpose of these rules, a notice may be served by or on behalf of the group *upon any member at the member's address shown in the register of members.*

### **35. Surplus Property**

(1) At the first general meeting of the group, the group is to pass a special resolution nominating a fund, authority or institution for the purposes of paragraph 92(1) (a) of the Act.

(2) A subsequent special resolution may modify or substitute the fund, authority or institution chosen under subclause (1).