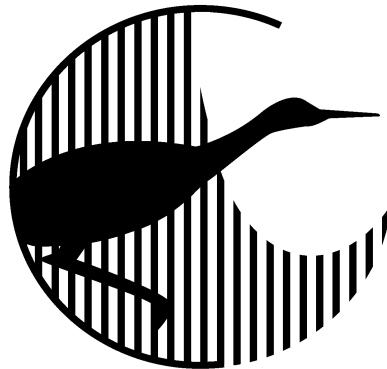


ASSOCIATIONS INCORPORATION ACT 1981



The Warringal Conservation Society Incorporated

CONSTITUTION

Adopted: February 1986

Alterations made: November 2002

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ASSOCIATIONS INCORPORATION ACT 1981
THE WARRINGAL CONSERVATION SOCIETY INCORPORATED

RULES

1. Name

The name of the Society is the "Warringal Conservation Society Incorporated" (in these Rules called "the Society").

2. Interpretation

In these Rules, unless the contrary intention appears:-

"Committee" means the Committee of Management having the management of the Association.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means regulations under the Act.

"Financial Year" means the twelve months ended 31 August in each year.

3. The Objects

For which the Society has established are:-

- (a) to take over the whole or any of the assets of the unincorporated Association known as the Warringal Conservation Society.
- (b) to create interest in conservation within the City of Heidelberg or its successors.
- (c) to provide opportunities for conservationists to meet and to exchange ideas.
- (d) to select areas of land and to formulate a plan for each to emulate as closely as possible the natural environment of that area and;
- (e) to undertake such projects, studies and activities as will further the interest of conservation and natural history.

4. Membership

There shall be four categories of Membership:-

- (a) Ordinary member.
- (b) Family member.
- (c) Honorary Life member.
- (d) Junior member. (Under 18 years of age)
- (i) Membership of the Society shall be open to all persons interested in furthering the objects of the Society. Application for membership shall be submitted in writing to The Secretary, specifying the class of membership in respect of which it is made. Such application will have accompanying with it the current subscription. Upon the application for membership being accepted by a majority vote of Committee Members present at a Committee meeting that person shall become a member of the Society.
- (ii) Nominations for Honorary Life membership shall be made at the Annual meeting by an affirmative vote of not less than 75% of members present and appointment to Honorary Life

membership shall be made at that meeting by an affirmative vote of not less than 75% of members present.

Provided that at any one time not more than six (6) Honorary Life members shall be appointed and such Life members shall be exempt from all subscriptions but shall be entitled to full privileges of membership.

5. Register of Members

The Secretary shall keep and maintain a Register of Members in which there will be entered the full name, address and date of entry of the name of each member and the Register shall be available for inspection by members at the address of the Public Officer.

6. Annual Subscription

The Annual Subscription is payable in advance on or before the first day of October in each year.

The rate of subscription for each category of membership shall be recommended by the Committee and ratified at a general meeting.

7. Resignations and Termination of Membership

- (a) Any member may resign from the Society by giving notice of resignation to the Secretary and the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given ceases to be a member.
- (b) Any member whose subscription is three months or more in arrears may at the discretion of the Committee forfeit membership of the Society.
- (c) Any member whose conduct is deemed by the Committee detrimental to the welfare of the Society may be expelled by a vote of not less than two-thirds majority of members at any general meeting. At such general meeting the member whose conduct is in question shall have the opportunity and right of defending himself in person or in writing.

8. Annual General Meeting

The Annual General Meeting of the Society shall be held within two months of the close of the financial year on the 31st August each year, for the following purposes:-

- (i) To receive a duly audited statement of income and expenditure and assets and liabilities, for the financial year.
- (ii) To elect members to fill all elected positions on the committee, or to declare members to be members of committee subject to the provisions of this constitution.
- (iii) To decide on any proposition which has been submitted in writing to the Secretary prior to the annual meeting.
- (iv) To attend to any other business which the chairman of the meeting may consider proper to be dealt with.

9. Special Meeting

- (a) A Special General Meeting or Special Meeting of Committee may be convened at any time by the Secretary at the request in writing of the president, or five (5) members of the Committee, or at least 10 per cent of the members of the Society. At least seven (7) days' notice of such meetings must be given to all concerned.

- (b) No business shall be considered at any special meeting other than that of which notice has been given in the notice convening the meeting, except business, which in the opinion of the chairman arises out of such business.

10. Convening of Meetings

- (a) Unless the committee decides otherwise in respect of any particular month the members of the Society shall hold a monthly meeting. The committee shall decide the time and place of such meetings.
- (b) At least seven (7) days notice of every annual and monthly meeting and 21 days for a special meeting shall be given. A notice may be given to any member personally or by sending it through the post at the last known address either as part of the Society's Monthly Newsletter or in a separate circular and in either event shall be deemed to have been received on the day on which it is posted.

11. Conduct at Meetings

- (a) Procedure at all meetings shall be at the discretion of the Chairman, who shall be the President, or in his absence, a member shall be nominated by the members present to act as Chairman.
- (b) Questions submitted to any meeting of the Society shall be decided by a show of hands, and in the event of an equality of votes the Chairman shall have a second or casting vote.
- (c) The Committee may appoint special committees to deal with any special matter, and may delegate to such special committees such powers of committee as Committee shall think fit. Any special committee so formed shall, in the exercise of the powers so delegated, conform to any requisitions or directions that may from time to time be imposed on it by the Committee.
- (d) Special committees shall elect their own chairman, and the rules for the working of, and the calling of meetings of such special committees, shall be as prescribed by the chairman of such committees.
- (e) A quorum at General Meetings shall be ten (10) members including at least two members of the Committee and a quorum at Committee Meetings shall be five (5) members.
- (f) No business shall be transacted unless a quorum is present. If within half an hour of the appointed time for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (g) There shall be no proxy voting.

12. Committee of Management

The affairs of the Society shall be managed by a Committee of Management as provided in these rules. The Committee shall meet at least once each three months.

13. Powers and Duties of the Committee

- (a) The Committee shall have power to do all such things as are incidental or conducive to the attainment of the aforementioned objects.
- (b) Without limiting the generality of the above power, the Committee may:
 - (i) purchase, hire, take on lease or tenancy, receive by gift or loan, or otherwise acquire, any real or personal property, the possession of which is calculated to aid the attainment of the aforementioned objects.

- (ii) sell, let on hire, lease, give, lend or otherwise dispose of, any real or personal property of the Committee.
- (iii) purchase, or acquire by gift or exchange, reference books, periodicals photographs, cinematograph films, papers, or other records dealing with conservation or related subjects, for use of members.
- (iv) organise special investigations into problems of conservation.

14. Committee

The Committee shall consist of the following Honorary officers all of whom shall be members of the Society;-

1. President
2. Vice-President
3. Secretary who shall be the Public Officer
4. Minute Secretary
5. Treasurer
6. Editor
7. Public Relations Officer
8. Two ordinary members of the Committee.

15. Election of Committee

- (a) All members of Committee shall be elected by ballot at the annual meeting and shall hold office subject to this constitution until the next annual meeting when they shall be eligible for re-election. Notwithstanding if at any annual meeting not more than one nomination is received for any office or position on the Committee, the only nominee shall be deemed duly elected without a ballot being taken.
- (b) Candidates for election to the Committee shall be nominated in writing by two members of the Society, and such nomination shall be accompanied by the written consent of the nominee. Such nominations shall be lodged with the Secretary before the commencement of the annual meeting at which the election is to be held.
- (c) The Committee shall have the power to appoint any member to fill any vacancy occurring during the year for any office or position on the Committee. Any member of Committee so appointed shall hold office subject to this constitution until the next annual meeting when he shall be eligible for election.
- (d) The position of a committee member who fails to attend three consecutive committee meetings without having obtained prior leave from the committee shall become vacant. The committee at its next meeting may appoint a replacement to the position and such new committee person shall hold office until the expiration of the term of the person whose place they had taken.

16. Secretary

The Secretary shall be the Public Officer from time to time of the Society and shall keep minutes of the resolutions and proceedings at each General Meeting and each Committee Meeting and the books provided for that purpose together with a record of the names of persons present at Committee meetings.

17. Treasurer

The Treasurer of the Society shall collect and receive all monies due to the Society and make all payments authorised by the Society and shall 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. The accounts and books referred to above shall be available for Inspection by members.

18. Cheques

All cheques shall be signed by two officers of the Committee.

19. Seal

The Common Seal of the Society shall be kept in the custody of the Secretary and shall not be affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Society.

20. Auditor

An auditor shall be appointed each Annual General Meeting and shall submit such reports to the Society, as he considers necessary and shall present audited accounts at the Annual General Meeting.

21. Income and Property

- (a) The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of objects of the Society, or any of them as set forth in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any appointed representatives of any person provided that nothing herein shall prevent the payments in good faith to a servant of the Society or the repayment of out-of-pocket funds made on behalf of member organisations.
- (b) Funds may be raised through annual subscriptions, donations, grants, sale of publications and general fund raising.

22. Altering of Statement of Purposes

The statement of purposes of the Society shall not be altered except in accordance with the Act.

23. Altering of the Rules

These rules shall not be added to, altered, or rescinded except by a General Meeting called for the specific purpose of altering the constitution and having provided 21 clear days notice of such alterations, deletions or additions. These rules require the approval of 75% of members present at such General Meeting before any such alteration, deletion or addition is accepted.

24. Dissolution or Winding Up

The Society may be wound up in accordance with the provisions of the Act.