

THE FRIENDS OF BELAIR NATIONAL PARK INCORPORATED

RULES

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THE FRIENDS OF BELAIR NATIONAL PARK INCORPORATED RULES

1. NAME

The name of the incorporated association is "The Friends of Belair National Park Inc." referred to herein as "the Association".

2. DEFINITIONS

"Committee" means the committee of management of the Association.

"General Meeting" means a general meeting of Members of the Association convened in accordance with these Rules.

"Member" means a member of the Association.

"The Act" means the Associations Incorporation Act 1985.

"Special Resolution" means a special resolution defined in the Act.

"Month" shall mean a calendar month.

"the Park" shall mean Belair National Park.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are:

- 3.1 to provide voluntary assistance in the conservation and management of the Park in close co-operation and liaison with the staff of DEWNR and/or its successors;
- 3.2 to provide cultural and social activities for the enjoyment of Members and the public;
- 3.3 to provide support for the protection and preservation of the natural and historic values of the Park.
- 3.4 to raise funds for special projects to benefit The Park and for administration and social activities of the Association

4. POWERS

The Association shall have all the powers conferred by Section 25 of the Act.

5. MEMBERSHIP

Members shall be any person or body who agrees with the objects outlined above and having an interest in the wellbeing of the Park.

5.1 Types of membership:

- 5.1.1 Individual Membership.
- 5.1.2 Family Membership.
- 5.1.3 The Association can, on the recommendation of the Committee, award Honorary Membership.
- 5.1.4 The Association can, on the recommendation of the Committee and after seeking the acceptance of the Member, award Life Membership to the Member, such award to be announced at the next Annual General Meeting.
- 5.1.5 Honorary Members and Life Members shall be deemed to be financial members.
- 5.1.6 A Corporate Group Membership or an Association Membership shall be deemed to be an Individual membership in respect of subscriptions and voting rights.
- 5.1.7 On joining the Association, a new Member shall:
 - 5.1.7.1 pay the subscription due;
 - 5.1.7.2 be provided with access to a copy of these Rules and information on the history of the Park and the Association.
- 5.1.8 The Secretary shall keep a Register of Members which contains the name, address, telephone number, date of joining the Association and current subscription details of each Member and, if applicable, the date of and reason(s) for termination of membership.

5.2 Subscriptions:

- 5.2.1 The annual subscription fees for each class of membership shall be such sum as the Members shall determine in general meeting annually for the ensuing financial year. Changes in subscription fees are to be advised in a newsletter prior to the commencement of the new rates. The financial year commences on 1 January and concludes on 31 December of a given year.
- 5.2.2 Subscriptions are due on joining and subsequently shall be payable annually on 1 January or at a time that the Committee determines.
- 5.2.3 A new Member joining more than six months into the financial year shall pay half of the full subscription rate applicable at that time.
- 5.2.4 If a Member's annual subscription is unpaid in any year by 1 January of the following year and that Member has been notified in writing by the Association of this failure that Member shall cease to be a Member of the Association.

5.3 Resignations:

A Member may resign from membership of the Association by giving notice in writing to the Secretary or Public Officer of the Association. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.4 Expulsion of a Member

If any Member shall wilfully refuse or neglect to comply with the provisions of these Rules or shall be guilty of any conduct which in the opinion of the Committee is unbecoming to a Member or prejudicial to the interests of the Association, the Committee shall have the power to expel the Member from the Association **PROVIDED THAT** at least one (1) month before the Committee Meeting at which a resolution for the Member's expulsion is to be considered, the Member shall have been given notice of such meeting and what is alleged against them and of the intended resolution for their expulsion and they shall at such meeting and before the passing of such resolution have had an opportunity to give oral or written explanation for their defence.

5.5 Disqualification of Members

A Member ceases to be a Member of the Association if:

- 5.5.1 the Association resolves that the Member has failed to comply with these Rules according to 5.4; or
- 5.5.2 the Member dies or becomes legally incapacitated.

5.6 Forfeiture of Rights and Privileges

Any person who ceases to be a Member of the Association shall forfeit all rights and privileges of membership and shall have no rights in or claim upon the Association or the property or funds of the Association except as a creditor.

5.7 Refund of subscription

Upon any person ceasing to be a Member for any reason whatsoever a refund of subscription shall not apply.

6. THE COMMITTEE

6.1 Powers and duties

- 6.1.1 The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by the 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.

- 6.1.2 The Committee has the management and control of the funds and other property of the Association.
- 6.1.3 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 are silent.
- 6.1.4 The Committee shall appoint a Public Officer as required by the Act.
- 6.1.5 The Committee shall comprise a President, Vice President, Secretary and Treasurer (the "Office Bearers") together with not less than two (2) additional financial Members, of which a quorum shall be four (4).
- 6.1.6 The Office Bearers shall be elected from the financial Members at the Annual General Meeting.
- 6.1.7 The term of all Committee Members shall be one (1) year.
- 6.1.8 A retiring Committee Member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- 6.1.9 Notice of all persons seeking election to the Committee shall be given to all Members of the Association with the notice calling the meeting at which the election is to take place.
- 6.1.10 The Committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the Committee without nomination.

6.2 Proceedings of Committee

- 6.2.1 The Committee shall meet together for the dispatch of business at least monthly.
- 6.2.2 Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the event of a tied vote the casting vote must be for the status quo.
- 6.2.3 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that contract or proposed contract.

- 6.2.4 The member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.
- 6.2.5 An absent Member may nominate another Member in writing to act as Proxy.
- 6.2.6 Only the President or a Member directed by the Committee or a General Meeting can be a spokesperson for the Association. The spokesperson may only make statements in accordance with previously agreed policy.

6.3 Disqualification of Committee Members

The office of a Committee Member shall become vacant if a Committee Member is:

- 6.3.1 disqualified from being a Committee Member by the Act;
- 6.3.2 permanently incapacitated by ill health;
- 6.3.3 absent without apology from more than four meetings in a financial year;
- 6.3.4 no longer the duly appointed representative of a corporate member.

7. THE SEAL

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 two (2) witnesses, from the President, Vice President, Secretary or Treasurer.

8. GENERAL MEETINGS

8.1 Annual General Meetings

- 8.1.1 The Committee shall call an Annual General Meeting in accordance with the Act and these Rules.
- 8.1.2 The first Annual General Meeting shall be held within 18 months after the incorporation of the Association and thereafter within four months after the end of its financial year.
- 8.1.3 A quorum shall be fifteen (15) per cent of the financial membership.
- 8.1.4 The order of the business at the meeting shall be:
 - 8.1.4.1 the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;

- 8.1.4.2 the consideration of the accounts and reports of the Committee and the auditor's report;
- 8.1.4.3 the election or re-election of Office Bearers and Committee members;
- 8.1.4.4 the appointment of an auditor for the following year.
- 8.1.4.5 Any other business requiring consideration by the Association in general meeting.

8.2 Special General Meeting

- 8.2.1 Upon a requisition in writing of not less than fifteen (15) per cent of the 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.
- 8.2.2 Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- 8.2.3 If a Special General Meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50 per cent of their number, 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.

8.3 Notice of General Meetings

- 8.3.1 General Meetings shall be held once a month, excepting the month of January when no meeting shall be held.
- 8.3.2 At a General Meeting a quorum shall consist of fifteen (15) per cent of financial Members.
- 8.3.3 Subject to 8.3.4, the President or his or her nominee shall preside as chairperson at the General Meetings of the Association.
- 8.3.4 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 chair, the Members may choose a Committee member or one of their own number to be the chairperson of that meeting.

8.4 Voting at General Meetings

- 8.4.1 Each financial Member shall be entitled to one vote.

- 8.4.2 Two Members of a Family Membership, if it is financial, will have one vote each.
- 8.4.3 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.
- 8.4.4 Unless a poll is demanded by a least five Members, a question for decision at a General Meeting must be determined by a show of hands.
- 8.4.5 In the case of a tied vote the chairperson's casting vote must be in favour of the status quo.

8.5 Poll at General Meetings.

- 8.5.1 If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 8.5.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.6 Special and ordinary resolutions

- 8.6.1 A Special Resolution as defined in the Act.
- 8.6.2 An ordinary resolution is a resolution passed by a simple majority at General Meeting.

8.7 Proxies

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.

9. MINUTES

- 9.1 Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one (1) month after the relevant meeting in minutes books kept for the purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as relevant) at a subsequent meeting.
- 9.3 The minutes kept pursuant to this Rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

10. FINANCIAL REPORTING

10.1 Financial Year

The first financial year of the Association shall be the period ending on the next 31 December following incorporation and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

10.2 Accounts to be kept

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.

10.3 Accounts and reports to be laid before Members

10.3.1 The Treasurer shall keep records of the financial affairs of the Association, including monies received and banked and monies dispersed by cheque or as petty cash. Financial statements and a report on the financial affairs of the Association shall be presented to General Meetings. Cheques shall be signed by any two of the President, Secretary or Treasurer.

10.3.2 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.

10.4 Appointment of auditor

10.4.1 At each Annual General Meeting, the Members shall appoint a person to be auditor of the Association.

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

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

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

12. DISPUTE RESOLUTION

12.1 The dispute procedure set out in this Rule applies to disputes under these Rules between:

12.1.1 a Member and another Member;

12.1.2 a Member and the Association.

12.2 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.

12.3 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.

12.4 In this Rule "Member" includes any person who was a member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the Members, or a dispute between itself and Members of the Association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a Member of the Association or by a former Member expelled from the Association who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable **PROVIDED THAT** the application is made within six months of the expulsion.

13. WINDING UP

13.1 The Association may be wound up by Special Resolution at a duly convened meeting of the Members where:

13.1.1 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 Association; and

13.1.2 the Special Resolution is passed by a majority of not less than three-quarters of such Members as, being entitled to do so, vote in person or by proxy at that meeting.

13.2 If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets of the Association shall be transferred to Friends of Park Incorporated to be used by other Friends of Park Groups.

14. RULES

These Rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members of the Association. This includes rescission or replacement by substitute rules.

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

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.