

**NATIONAL PARKS ASSOCIATION OF THE  
AUSTRALIAN CAPITAL TERRITORY INCORPORATED**

**CONSTITUTION**

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## **PART I - PRELIMINARY**

### **1. Interpretation**

- (1) In these rules, unless a contrary intention appears -
- "financial year" means the year ending on 30 June;
- "member" means a member, however described, of the association;
- "ordinary committee member" means a member of the committee who is not an office-bearer of the association as referred to in paragraph 12(1)(a);
- "secretary" means the person or, where no such person holds that office, the public officer of the association;
- "the Act" means the Associations Incorporation Act 1991;
- "the Regulations" means the Associations Incorporation Regulations.
- (2) In these rules -
- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of a duty.
- (3) The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### **2. Name**

The name of the Association shall be the National Parks Association of the Australian Capital Territory Incorporated.

### **3. Aims**

The aims and objects of the Association shall be:

- (a) the promotion of National Parks and of measures for the protection of fauna and flora, scenery and natural features and cultural heritage in the Australian Capital Territory and elsewhere, and the reservation of specific areas;
- (b) interest in the provision of appropriate outdoor recreation areas;
- (c) stimulation of interest in, and appreciation and enjoyment of, such natural phenomena and cultural heritage by organised field outings, meetings or any other means;
- (d) co-operation with organisations and persons having similar interests and objectives;
- (e) promotion of, and education for, conservation and the planning of land use to achieve conservation.

## **PART II - MEMBERSHIP**

### **4. Membership qualifications**

A person is qualified to be a member if -

- (a) the person subscribes to the aims and objects of the Association;
- (b) the person is a person referred to in paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (c) the person -
  - (i) has been nominated for membership in accordance with subrule 6(1); and
  - (ii) has been approved for membership of the association by the committee of the association.

### **5. Membership Categories and Entitlements**

- (1) Membership may consist of:
  - (a) Ordinary Members who shall be individual members not included in one of the following categories;
  - (b) Household Membership which shall cover not more than two adults living at the same address and any dependent children who shall be called Junior Members;
  - (c) Corporate Membership may be open to local government and statutory bodies, schools, clubs, organisations, companies and firms; Corporate Members may take part in all activities through a representative, notice of whose appointment must first have been received by the Secretary;
  - (d) Honorary Life Membership - any person who has rendered meritorious service to or on behalf of the Association may, on the recommendation of the Committee, be elected a Life Member by a General Meeting, and for all purposes shall be considered a financial member of the Association.
- (2) Members are entitled to participate in all activities of the Association except that Junior Members shall not vote. Each adult Household Member shall have one vote.
- (3) Members are entitled to receive one copy of each Bulletin, notice or report, except that Household Members shall receive only one copy of each Bulletin, notice or report per household.
- (4) Appointed representatives of Corporate Members shall each be entitled to one vote at meetings but may not hold office.
- (5) Members shall observe all rules authorised by the Committee.

### **6. Application for membership**

- (1) Membership shall be open to persons who subscribe to the aims and objects of the association.

- (2) Applications shall be lodged with the secretary of the association.
- (3) As soon as is practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (4) Where the committee determines to approve an application for membership, the secretary shall as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay within 28 days after receipt of the notification of the sum payable under these rules by a member as the first year's annual subscription.
- (5) The secretary shall, on payment by the applicant of the amounts referred to in subrule (4) within the period referred to in that subrule, enter the applicant's name in the register of members and, upon the name being so entered, the applicant shall become a member of the association.

#### **7. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of an association -

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

#### **8. Cessation of membership**

A person ceases to be a member of an association if the person -

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

#### **9. Resignation of membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **10. Fee, subscription etc.**

- (1) There is no entrance fee.

- (2) The annual subscription shall be fixed at a General Meeting provided that the meeting shall be held at least one calendar month before the commencement of the period to which the subscriptions will apply.
- (3) The annual subscription for each class of membership shall include a charge for one copy of each quarterly issue of the Bulletin.
- (4) The Committee may apply a concessional rate where special consideration is warranted.
- (5) The annual subscription is payable -
  - (a) except as provided by paragraph (b), on 1 July in any calendar year; or
  - (b) where a person becomes a member between 1 January and 31 March, that person shall pay half the subscription for the current financial year; or
  - (c) where a person becomes a member between 1 April and 30 June, that person shall pay the annual subscription which shall cover the period up to the end of the succeeding financial year.
- (6) Members whose subscriptions are unpaid at 31 October shall be deemed to be unfinancial and be debarred from privileges of membership but may on payment of the overdue subscription be reinstated.

#### **11. Members' liabilities**

The liability of a member to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.

#### **12. Disciplining of members**

- (1) Where the committee is of the opinion that a member -
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,the committee may, by resolution -
  - (c) expel the member from the association; or
  - (d) suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

- (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting, and
  - (d) informing the member that the member may do either or both of the following;
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in subrule (9), the committee shall -
- (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), the secretary shall, within 7 days after than confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 13.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect -
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subrule 13(4).

### **13. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under subrule 12(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under subrule (2) -
  - (a) no business other than the question of the appeal shall be transacted;

- (b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 12(4), that the resolution is confirmed.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 12(4), that resolution is confirmed.

### **PART III - THE COMMITTEE**

#### **14. Powers of the Committee**

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting -

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

#### **15. Constitution and membership**

(1) The committee shall consist of -

- (a) the office-bearers of the association; and
- (b) up to 8 ordinary members of the association;

each of whom shall be elected pursuant to rule 16 or appointed in accordance with sub-rule (4).

(2) The office-bearers of the association shall be -

- (a) the president;
- (b) the vice-president;
- (c) the treasurer;
- (d) the secretary; and
- (e) if not elected to one of the above positions, the immediate past president, ex-officio.

(3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.

#### **16. Election of committee members**

- (1) Nomination of candidates for election as office-bearers of the association or as ordinary committee members -
  - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) and
  - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary committee members shall be completed at the annual general meeting in such manner as the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

#### **17. Secretary**

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary shall keep minutes of -
  - (a) all elections and appointments of office-bearers and ordinary committee members;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.

#### **18. Treasurer**

- (1) The treasurer of the association shall -

- (a) collect and receive all moneys due to the association and make payments authorised by the association; and
- (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

## **19. Vacancies**

(1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member -

- (a) dies;
- (b) ceases to be a member of the association;
- (c) resigns from office;
- (d) is removed from office pursuant to rule 20;
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act; or
- (h) is absent without the consent of the committee members from all meetings of the committee held during a period of 6 months.

## **20. Removal of committee member**

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

## **21. Committee meetings and quorum**

- (1) The committee shall meet at least 3 times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned until a time and place set by the chairperson.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee -
  - (a) the president or in the absence of the president, the vice-president shall preside; or
  - (b) if the president and the vice-president are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

## **22. Delegation by committee to subcommittee**

- (1) The committee may, by instruction in writing, delegate to 1 or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than -
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the committee by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains un-revoked, be exercised from time to time by the sub-committee in accordance with the terms delegated.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **23. Voting and decisions**

- (1) Questions arising at the meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

- (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 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to sub-rule 21(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing suffered, or purporting to have been done or suffered, by the committee or by the sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### **PART IV - GENERAL MEETINGS**

##### **24. Annual general meetings - holding of**

- (1) The association shall hold its annual general meeting not later than 31 August.
- (2) Sub-rule (1) has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

##### **25. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association shall, subject to the Act and subject to sub-rule 24(1), be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
  - (c) to elect members of the committee, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 27.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

##### **26. General meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 20 members, convene a general meeting of the association.

- (3) A requisition of members for a general meeting -
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in sub-rule (4) shall be convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

## **27. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member a notice in writing in a manner provided in sub-rule 41(1) which specifies the place, date and time of the meeting. This will normally be published in the association's quarterly Bulletin.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent to each member a notice in writing in a manner provided in sub-rule 41(1) which specifies, in addition to the matter required under sub-rule (1), the intention to propose the resolution as a special resolution.
- (3) A member desiring to bring any business before a general meeting may give notice in writing in a manner provided in sub-rule 41(1) of that business to the secretary who shall add that item to the agenda.

## **28. General meetings - procedure and quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considered that item.
- (2) 15 financial members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place and time are specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 (being not less than 3) shall constitute a quorum.

### **29. Presiding member**

- (1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the association.
- (2) If the president and the vice-president are absent from the general meeting, the members present shall elect 1 of their number to preside at the meeting.

### **30. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31. Making of decisions**

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **32. Voting**

- (1) Subject to sub-rule (3) and rule 5, upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **33. Appointment of proxies**

No proxy votes will be accepted.

## **PART V - MISCELLANEOUS**

### **34. Funds - source**

- (1) The funds of the association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the association's accounts in such banks or other financial institutions approved by the Trustee Act of the ACT as determined by the committee.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **35. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such a manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the President, Secretary or Treasurer.
- (3) Any allocation of funds or property to other organisations or persons will be made in accordance with the established objectives of the organisation and not be influenced by the expressed preference or interest of a particular donor to the organisation.

### **36. Appointment of Auditor**

An auditor who is not a member of the association or the Public Officer shall be appointed annually.

**37. Alteration of objects and rules**

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

**38. Common seal**

- (1) The common seal of the association shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

**39. Custody of books**

Subject to this Act, the Regulations and these rules, the secretary shall keep in his or her control all records, and other documents relating to the association.

**40. Inspection of books**

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

**41. Service of notices**

- (1) For the purposes of these rules, a notice may be served by or on behalf of the association upon any member by:
  - (a) post to the member's address shown in the register of members; or
  - (b) by email to the member's email address shown in the register of members.
- (2) Unless the contrary is proved:
  - (a) a notice sent by post is taken to be given 3 business days after it is posted; and
  - (b) a notice sent by electronic means is taken to be given on the next business day after it is sent.

**42. Surplus property**

- (1) At the first general meeting of the association, the association shall pass a special resolution nominating -
  - (a) another association for the purpose of paragraph 92(1)(a) of the Act; or
  - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

**43. Public Officer**

A Public Officer shall be appointed, shall hold office and shall perform duties according to ss.57, 58 and 59 of Associations Incorporation Act 1991.

**44. Bulletin**

The Committee shall produce a Bulletin regularly, at least each quarter, for the information of members and in furtherance of the aims and objects of the association.

**45. Badge or Emblem**

There shall be a badge as approved by the Committee.