



# **Australian Network for Plant Conservation**

## **CONSTITUTION**

**Adopted 14th October, 1998**

**Modified 21 November 2003**

**Modified 25 November 2004**

**Modified 11 December 2006**

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## **Part I - PRELIMINARY**

### **1. Interpretation**

- (1) In these rules, unless the contrary intention appears-
- “financial year” means the year ending on 30 June;
  - “member” means a member, however described, of the Network;
  - “Ordinary Committee member” means a member of the Committee who is not an Executive member of the Committee as referred to in rule 15(1) (a);
  - “Secretary” means the person holding office under these rules as Secretary of the Network or, where no such person holds office, the Public Officer of the Network;
  - “the Act” means the Australian Capital Territory *Associations Incorporation Act 1991*;
  - “the Regulations” means the Associations Incorporation Regulations;
  - “Network” or “ANPC” means the Australian Network for Plant Conservation Incorporated;
  - “full term” of office of the Committee is the time between the end of the annual general meeting at which the Committee member was elected or the results of the election were announced, and the end of the annual general meeting two years after;
  - a special resolution means a resolution passed in accordance with section 70 of the Act, namely, it is passed at a general meeting of the Network, being a meeting of which at least 21 days notice, accompanied by a notice of intention to propose the resolution as a special resolution, has been given to the members of the Network, and is passed by at least 75% of those members of the Network who, being entitled to vote, vote in person at that meeting, or by proxy.
- (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 the 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 organisation shall be the Australian Network for Plant Conservation Incorporated.

### **3. Mission**

The mission of the Network shall be:

To promote and develop plant conservation in Australia.

### **4. Objects**

The objects of the Network are to:

- Develop and maintain a national Network of organisations and individuals that include the range of stakeholders in plant conservation, including land managers.
- Develop and maintain regional groups.
- Promote cooperation and information exchange.
- Encourage the participation of all relevant groups and individuals - community, industry and government - in the Network, and in plant conservation generally.
- Coordinate and link the efforts of members and others towards plant conservation.
- Contribute to the recovery and long term survival of threatened plant populations, species, communities and ecosystems.
- Encourage and assist in the filling of information gaps in regard to the conservation status of Australia's flora.
- Formulate or recommend guidelines and codes of best practice for plant conservation activities.
- Solicit, collate and disseminate information relevant to plant conservation.
- Support and promote education and training strategies and programs.
- Maintain regular communication between members by means of publications, meetings and other appropriate media.
- *Establishment of the Public Fund.* To establish and maintain a public fund to be called the ANPC Public Fund for the specific purpose of supporting the environmental objects/purposes of the Australian Network for Plant Conservation Inc. 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, it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*, and it shall be operated on a not-for-profit basis.

## **Part II - MEMBERSHIP**

### **5. Membership qualifications**

- (1) A person or organisation is qualified to be a member if -
  - (a) the person or organisation is a person or organisation referred to in paragraph 21(2)(a) of the Act, was a member prior to incorporation, and has not ceased to be a member of the Network at any time after incorporation of the Network under the Act; or
  - (b) the person or organisation -
    - (i) has completed the application form and paid the appropriate membership fee; and
    - (ii) has been approved for membership of the Network by the Committee of the Network; and
    - (iii) supports the objects of the Network and agrees to conform to the rules of the Network.

- (2) Categories of membership may be determined by the Committee from time to time.

## **6. Application for membership**

- (1) Application by a person or organisation for membership of the Network -
  - (a) shall be made by the applicant in writing;
  - (b) shall be lodged with the Secretary of the Network; and
  - (c) shall be accompanied by the appropriate membership fee.
- (2) As soon as is practicable after receiving a application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application.
- (3) Where the Committee determines to approve or reject an application for membership, the Secretary shall as soon as is practicable after that determination, notify the applicant of that approval or rejection.
- (4) The Secretary shall, on payment by the applicant of the amount(s) referred to in subrule 6(1)(c) and on Committee approval according to subrule 6(3), 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 Network.

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

A right, privilege or obligation which a person or organisation has by reason of being a member of the Network -

- (a) is not capable of being transferred or transmitted to another person or organisation except in accordance with these rules; and
- (b) terminates upon cessation of membership.

## **8. Cessation of membership**

A person or organisation ceases to be a member of the Network if the person or organisation -

- (a) dies, or in the case of a body corporate or incorporated association, is wound up;
- (b) resigns from membership of the Network;
- (c) is expelled from the Network; or
- (d) fails to renew membership of the Network for two consecutive years. However, membership may be restored by payment of these arrears together with the fees for the current year.

## **9. Resignation of membership**

- (1) A member is not entitled to resign from membership of the Network except in accordance with this rule.
- (2) A member who has paid all amounts payable by that member to the Network may resign from membership of the Network by giving notice in writing to the Secretary. The Committee may determine a period of notice required by members intending to resign.
- (3) Where a person or organisation 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. Fees, subscriptions etc.**

- (1) No joining fee is payable to the Network.
- (2) The annual membership fees shall be determined by the Committee.
- (3) The annual membership fee is payable except as provided by paragraph (4), before 1 January in any calendar year.
- (4) Where a person or organisation becomes a member on or after 1 October in any calendar year, initial membership is credited for the succeeding year.

## **11. Members' liabilities**

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

## **12. Disciplining 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 Network, including acting contrary to the mission and objects of the Network; or
  - (c) has made public statements on behalf of the Network which are contrary to the mission and objects of the Network,the Committee may, by resolution -
  - (d) expel the member from the Network; or
  - (e) suspend the member from such rights and privileges of membership of the Network as the Committee may determine for a specified period.
  - (f) Such a resolution of the Committee requires a majority affirmative vote of at least four (4) Committee members to be operative.
- (2) A resolution of the Committee under subrule 12(1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 42 days after service on the member of a notice under subrule 12(3), confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under subrule 12(1), the Secretary shall, as soon as is 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 42 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 12(2), the Committee shall -
  - (a) give to the member mentioned in subrule 12(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 12(1).
- (5) Where the Committee confirms a resolution under subrule 12(4), the Secretary shall, within fourteen (14) days after that 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 12(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 Network confirms the resolution in accordance with subrule 13(4).

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

- (1) A member may appeal to the Network in a general meeting, against a resolution of the Committee which is confirmed under subrule 12(4), fourteen (14) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to the effect that the member wishes to appeal.
- (2) Upon receipt of a notice under subrule 13(1), the Secretary shall notify the Committee which shall convene a general meeting of the Network to be held as soon as is possible after the date the Secretary received the notice.
- (3) Subject to section 50 of the Act, at a general meeting of the Network convened under subrule 13(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, excluding the appealing member, shall vote by secret ballot on the question of whether or not the resolution made under subrule 12(4) 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 Network in general meeting or by postal vote-

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

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

- (1) The Committee shall consist of-
  - (a) the Executive of the Network;
  - (b) up to ten (10) Ordinary Committee members;

each of whom shall be elected pursuant to rule 16 or appointed in accordance with subrule 15(4).

- (2) The Executive of the Network shall be-
  - (a) the President
  - (b) the Vice-president
  - (c) the Treasurer;
  - (d) the Secretary; and
  - (e) the National Coordinator (ex-officio).
- (3) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting two years after date of the member's election, but is eligible for re-election, provided that no member may serve more than two (2) consecutive full-terms in the same position as an Executive member, or three (3) consecutive full-terms as an Ordinary Committee member.
- (4) In the event of a vacancy in the membership of the Committee, the Committee may appoint a member of the Network to fill the vacancy and the member appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting at which the position is up for election following the date of the appointment.

#### **16. Election of Committee members**

- (1) Nominations of candidates for election as Committee members of the Network -
  - (a) shall be made in writing, signed by 2 members of the Network and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (c) shall be delivered to the Secretary of the Network not less than seven (7) days before the date fixed for the election 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 by post or at the annual general meeting for the remaining positions.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.
- (4)
  - (a) If only one nomination for any Executive position is received, that nominee is deemed to be elected.
  - (b) If the number of nominations received for Ordinary Committee positions is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5)
  - (a) If the number of nominations for any Executive position is more than one, a ballot shall be held.
  - (b) If the number of nominations for Ordinary Committee positions exceeds the number of positions, a ballot shall be held.
- (6) Election of Committee members shall be conducted at the annual general meeting or by post.
- (7) The ballot for the election of Committee members shall be conducted in such manner as the Committee may direct.
- (8) A member is not eligible to simultaneously hold more than one position on the Committee.

- (9) Any member of the Committee may also be the Public Officer. The Public Officer must have attained 18 years of age and must be an ACT resident.

#### **17. Secretary**

- (1) The Secretary of the Network shall, as soon as practicable after being appointed as Secretary, notify the Network of his or her address.
- (2) The Secretary shall keep minutes of-
- (a) all elections and appointments of Executive members 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) The Secretary shall ensure that minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **18. Treasurer**

- (1) The Treasurer of the Network-
- (a) shall collect and receive all moneys due to the Network and make all payments authorised by the Network;
  - (b) shall keep correct accounts and books showing the financial affairs of the Network with full details of all receipts and expenditure connected with the activities of the Network; and
  - (c) shall ensure annual auditing of books and accounts.

#### **19. Ordinary Committee Members**

Ordinary Committee members shall, subject to these rules, attend a Committee meeting at least once every three months, either in person or by proxy.

#### **20. 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 Network;
  - (c) resigns the office;
  - (d) is removed from office pursuant to rule 21;
  - (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 from all meetings of the Committee held during a period of 3 months for Executive members and 6 months for Ordinary Committee members.

#### **21. Removal of Committee members**

The Network 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.

## **22. Committee meetings and quorum**

- (1) The Committee shall meet at least once every three months at such place and time as the Committee may determine, and/or by teleconference.
- (2) Additional meetings of the Executive or the whole Committee may be convened by the President. Any 3 members of the Committee together can require the President to convene a meeting of the whole 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 subrule (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 unainmously agree to treat as urgent business.
- (5) Any three (3) 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 thirty minutes after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a mutually convenient date and time to be determined by the Committee.
- (7) If at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the Committee the President or in the absence of the President, the Vice-president shall preside. In the absence of both the President and the Vice-president, a nominee of the President or Vice-president shall preside.

## **23. Delegation by Committee to sub-committee**

- (1) The Committee may, by instrument in writing, delegate to 1 or more sub-Committees (consisting of such member or members of the Network 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 Network 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 unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to 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 been 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.

#### **24. Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of the members of the Committee or sub-committee present at the meeting or voting by proxy, except for the provisions of subrule 12 (1).
- (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 one (1) vote and to hold three (3) proxies, 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 rule 22 (5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a 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**

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

- (1) With the exception of the first annual general meeting of the Network, the Network shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Network, convene an annual general meeting of its members.
- (2) The Network shall hold its first annual general meeting-
  - (a) within the period 18 months after its incorporation under the Act; and
  - (b) within the period of 5 months after the expiration of the first financial year of the Network.
- (3) Subrules 25 (1) and 25 (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

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

- (1) The annual general meeting of the Network shall, subject to the Act, 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 Network during the last preceding financial year;
  - (c) in an election year, to elect members of the Committee or declare the results of the postal ballot for membership of the Committee; 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 28.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

**27. General meetings—calling of**

- (1) The Committee may, whenever it thinks fit, convene a general meeting of the Network.
- (2) The Committee shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a general meeting of the Network.
- (3) A requisition of members for 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 one (1) or more of the members making the requisition.
- (4) If the Committee fails to indicate within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary that it will convene a general meeting, any one (1) or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subrule 27 (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

**28. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Network, the Secretary shall, at least fourteen (14) days, but preferably two months or more, before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Network, the Secretary shall, at least twenty one (21) days, but preferably two months or more, before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule 28 (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary (at least 14 days before the meeting) who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. 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 considering that item.
- (2) Twenty (20) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within thirty minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a suitable time and place as specified at the time of 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.

## **30. Presiding member**

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

## **31. 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 Network 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 subrules (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.

## **32. Making decisions**

- (1) A question arising at a general meeting of the Network shall be determined on a show of hands and, unless before or on the declaration of the show of hands 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 Network, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Network, a poll may be demanded by the person presiding or by not less than three (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.

### **33. Voting**

- (1) Subject to subrule 33 (3), upon any question arising at a general meeting of the Network a member has one (1) vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than twenty (20) proxies.
- (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 or proxy is not entitled to vote at any general meeting of the Network unless all money due and payable by the member or proxy to the Network has been paid, other than the amount of the annual subscription payable in respect of the current year.

### **34. Appointment of proxies**

Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **Part V-MISCELLANEOUS**

### **35. Funds-source**

- (1) The funds of Network shall be derived from annual subscriptions of members, grants, sponsorships, sale of publications, donations and, subject to section 114 of the Act, such other sources as the Committee determines.
- (2) All money received by the Network shall be deposited as soon as practicable and without deduction to the credit of the Network's bank account.
- (3) The Network shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) The Network may establish a public fund as provided for in rule 44.

### **36. Funds-management**

- (1) Subject to any resolution passed by the Network in general meeting, the funds of the Network shall be used in pursuance of the objects of the Network in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 persons being members of the Committee or employees of the Network, authorised to do so by the Executive.
- (3) The Network is a Not-for-Profit organisation. The income and property of the Network shall be used and applied solely in furtherance of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation, except as bona fide compensation for services rendered to or expenses incurred on behalf of the organisation.
- (4) In the event of the Network being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation for the purposes of subdivision 30-A of the Income Tax Assessment Act 1997.
- (5) Where it furthers the objects of the Network to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be approved by the Commissioner of Taxation for the purposes of subdivision 30-A of the Income Tax Assessment Act 1997.

### **37. Alteration of objects and rules**

- (1) Neither the objects of the Network referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.
- (2) An alteration shall require a special resolution, which requires approval of at least 75% of valid votes.

### **38. Common seal**

- (1) The common seal of the Network shall be kept in the custody of the Secretary and/or the National Coordinator.
- (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 of 2 members of the Committee.

### **39. Custody of books**

Subject to the Act, the Regulations and these rules, the Secretary and the Treasurer shall keep in their custody or under their control all records, books, and other documents relating the Network.

### **40. Inspection of books**

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

#### **41. Service of notice**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Network upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **42. Surplus property**

- (1) At the first general meeting of the Network, the Network 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 Network.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

#### **43. Public Officer**

- (1) The Network's Public Officer shall-
  - (a) be a financial member of the Network;
  - (b) not be part of the membership of the Committee unless independently elected to one of the designated positions on the Committee by members;
  - (c) be at least 18 years of age and resident in the Australian Capital Territory; and
  - (d) be responsible to the Committee for meeting relevant requirements of the Network Public Officer under the Act.
- (2) An act of the Public Officer shall not be taken to be invalid only because-
  - (a) there is a defect in the Public Officer's appointment;
  - (b) the Public Officer was not eligible to be Public Officer by virtue of subrule 43 (1)(c); or
  - (c) the office of the Public Officer was, at the time of the act, to be taken to be vacant pursuant to subrule 43 (3).
- (3) Should the office of Public Officer become vacant, the Committee shall appoint a replacement within fourteen (14) days of it becoming vacant. The office becomes vacant if the person holding that office-
  - (a) dies;
  - (b) resigns his or her office in writing under his or her hand addressed to the Committee;
  - (c) is removed from office by resolution of the Committee;
  - (d) becomes insolvent under administration within the meaning of the Corporations Law;
  - (e) suffers from mental or physical incapacity;
  - (f) was convicted or released from imprisonment in respect of an offence referred to in subsection 63 (1) of the Act within the period of five (5) years immediately

- preceding his or her appointment as Public Officer, or is convicted of such an offence after taking office; or
- (g) ceases to be a resident of the Australian Capital Territory;
  - (h) ceases to be a member of the Network.

#### **44. Public Fund**

- (1) The Committee of the Network shall inform the Department responsible for the environment as soon as possible if:
  - it changes its name or the name of its public fund; or
  - there is any change to the membership of the management committee of the public fund; or
  - there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- (2) The Network agrees to comply with any rules that the Commonwealth Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- (3) Conduit Policy: Any allocation 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.
- (4) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (5) Statistical information on donations to the Public Fund requested by the Department responsible for administration of the Register of Environmental Organisations will be provided within four months of the end of the financial year. 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.
- (6) The Rules of the Public Fund shall be as follows:
  - (i) Objective of the Fund: The objective of the public fund is to support the environmental Objects of the Network.
  - (ii) The Network, as an organisation listed on the Register, shall actively seek donations of money or property from the community in order to maintain tax deductibility status.
  - (iii) The Committee of the Network shall establish a separate bank account for its public fund. Gifts to the public fund shall be placed in this account and shall be kept separate from any other funds of the organisation. Only gifts of money or property shall be placed the public fund's account. Sponsorship monies or testamentary gifts shall not be deposited into the fund's bank account but rather be deposited into one of the organisation's other accounts.
  - (iv) A committee of management of no fewer than three and no more than five persons will administer the public fund. The management committee of the fund shall be appointed by the Committee of the Network acting for the organisation. A majority of the members of the management committee of the fund shall be 'responsible persons' as defined by the Guidelines to Register of Environmental Organisations.

- (v) Income: 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. The release of monies from the public fund account and the management of, and sale of, public fund assets must be authorised by the fund's management committee. Members of the public fund management committee permanently located in Australia must be the only signatories to the public fund account.
- (vi) Receipts for monies and property received to the public fund must be issued in the name of the public fund. Donations with a value of less than \$2 are not allowable deductions. To ensure tax deductibility of donations, receipts issued in the name of a registered organisation's public fund should contain the following elements: the number of the receipt, the date the donation was received, the name of the organisation, the organisation's Australian Business Number (ABN), the name of the fund, the signature of a person authorised to act on behalf of the fund, the name of the donor, an indication that the fund is listed on the Register, and a statement that the amount is for a gift.