

# **Southern Oceans Seabird Study Association Inc.**

**“ Wildlife Studies ”**



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**Rule. 1**  
**NAME OF THE ASSOCIATION**

- 1.1. The name of this incorporated association shall be "SOUTHERN OCEANS SEABIRD STUDY ASSOCIATION INC." hereafter referred to as "the association"

**Rule. 2.**  
**DEFINITIONS, PURPOSE and OBJECTIVES**

**Definitions**

- 2.1. In these rules (hereafter referred to as the constitution) unless the context or subject matter otherwise indicates or requires.
- 2.2. "The Act" means the Association Incorporation Act 1984.
- 2.3. "The Regulations" means the Association Incorporation Regulations 1985.
- 2.4. "Office" means a position on the executive committee. It does not apply to subcommittees or to non executive members of the operations committee.

**Purpose**

- 2.5 To promote, facilitate and encourage co-operative seabird research.

**Objectives**

- 2.6 a) Promote seabird and related environmental research.
- b) Undertake seabird research and consultancies.
- c) Promote conservation of seabirds and seabird habitat.

**Rule. 3**  
**MEMBERSHIP**

The association shall consist of ordinary members, concessional members, group members and additional family members.

3.1 **Ordinary Members**

Shall be members entitled to the full privileges of membership, and are liable for payment of all fees and levies. They are entitled to one vote at general meetings

3.2 **Concessional Members**

Members up to the age of eighteen (18) years of age and pensioners or others deemed by the executive committee to fall into this category because of special circumstances. Concessional members will pay a reduced fee and are entitled to full membership privileges but cannot hold office. They are entitled to one vote at general meetings.

3.3 **Additional Family Members**

Where one member of a family is an ordinary member of the association other members of the family, provided that they are resident at the same address, shall pay a reduced fee. They are entitled to full membership privileges and can hold office if over the age of 18 years. Each additional family member is entitled to one vote at general meetings.

### 3.4 Group Members

May be a project team, study group or other association. They will pay a special fee as determined by the executive committee. Group members cannot hold office and have no voting rights at general meetings. They are otherwise entitled to full privileges of membership of the association.

## Rule. 4 MEMBERSHIP QUALIFICATIONS

- 4.1 A person is qualified to be a member of the association if, but only if:
- a) The person is a person referred to in section 15 (1) (a), (b) or (c) 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.
  - b) The person:
    - i) Has been nominated for membership of the association as provided by rule 5 of the constitution: and
    - ii) Has been approved for membership of the association by the executive committee of the association
  - c) Has paid the prerequisite membership fee or fees.

## Rule. 5 NOMINATION FOR MEMBERSHIP

- 5.1 A nomination for membership of the association
- a) Shall be made by a member of the association in writing in the form prescribed by the executive committee of the association and set out in Appendix 1 of this constitution and
  - b) Shall be lodged with the secretary of the association.
- 5.2 As soon as practicable after receiving the nomination for membership, the secretary shall refer the nomination to the executive committee which shall determine whether to approve or reject the nomination.
- 5.3 Where the executive committee approves a nomination for membership the secretary shall soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay the sum payable under this constitution by a member as entrance fee and annual subscription.
- 5.4 The secretary shall, on payment of the amount referred to in rule 9 enter the nominee's name in the register of members and, upon the name being so entered the nominee becomes a member as per rule 3.

**Rule. 6**  
**CESSATION OF MEMBERSHIP**

6.1 A person ceases to be a member of the association if the person

- A) Dies.
- B) Resigns that membership.
- C) Is expelled from the association.

**Rule. 7**  
**RESIGNATION OF MEMBERSHIP**

7.1 A member of the association is not entitled to resign that membership except in accordance with this rule.

7.2 A member of the association who has paid all amounts payable by the member to the association in respect to the members membership may resign from membership of the association. This shall be in writing to the secretary.

7.3 Where the member of the association ceases to be a member pursuant to rule 7.2 and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member and the reason for cessation of membership.

**Rule. 8**  
**REGISTER OF MEMBERS**

8.1 The secretary shall establish and maintain a register of all members of the association to be known as the register of members. Membership records in this register will include:

- 1. Name of member. In the case of group and family members a contact name will be also be recorded.
- 2. Residential Address and Home Phone Number.
- 3. Date on which the person becomes a member
- 4. Type of membership

**Optional Data**

- 5. Occupation
- 6. Work Phone Number
- 7. Fax Number
- 8. Organisation
- 9. Particular research interest

8.2 A back-up copy of this register of members is to be held at a separate physical location to the (master) copy held by the secretary. This shall be up-dated at no less than three (3) months after changes to the master copy of the register.

8.3 All terminated memberships will be maintained in the Register. The date and reason for the membership termination will be recorded.

8.4 The register of members will be available for inspection to all members, free of charge. Availability will be subject to mutual agreement between the secretary and members as to a reasonable time and place for inspection.

**Rule. 9**

## **FEES, SUBSCRIPTIONS ETC**

- 9.1 A member of the association shall, upon admission to membership, pay the association a joining fee of an amount as deemed necessary by the executive committee from time to time.
- 9.2 The membership fee scale will be set each year at the annual general meeting or if necessary at an special general meeting called for such purpose.
- 9.3 Fees are due on the first of May for the following financial year and must be paid by the 30th of August.
- 9.4 Any member whose subscription is unpaid on the due date and has overlooked reminders may at the discretion of the committee have their membership terminated and their name shall be erased from the register of the association, but may be replaced by the executive committee after payment of all arrears.
- 9.5 Based on the cost of providing members services the executive will recommend to the annual general meeting the scale of membership, for ordinary members, concessional members, family members and group members.
- 9.6 Membership fees are not normally refundable. The executive committee may make exceptions in special circumstances.

## **Rule. 10 MEMBERS LIABILITIES**

The liabilities of a member of the association is 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. 9.

## **Rule. 11 OBLIGATIONS OF MEMBERS**

- 11.1 A member shall immediately notify the secretary of changes of name and / or residential address.
- 11.2 Each and every member shall comply with the provisions of the association's constitution and by-laws.

## **Rule. 12 NON COMPLIANCE WITH THE CONSTITUTION, BY-LAWS, STANDARDS AND MANDATORY PROCEDURES OF THE ASSOCIATION.**

- 12.1 The executive committee shall have the power to suspend any member who in the opinion of the executive committee
  - a) fails to comply with the constitution or by-laws when acting on behalf of the association or undertaking any activity where the constitution or by-laws apply.
  - b) brings the association into disrepute or acts in any way which may damage the reputation of the association.
  - c) Does not comply with association standards.

- d) Does not follow mandatory association procedures.
  - e) Has been convicted of vandalism or any offence under legislation concerned with national parks, nature and wildlife in any state, territory or zone where Australian legislation applies.
- 12.2 Where the executive committee passes a resolution to suspend a member in accordance with rule 12.1, the secretary shall as soon as practicable advise in writing, any suspended member, of the resolution.
- 12.3 A special meeting of the executive committee may be held to consider any reply or representation by a member suspended under rule. 12.1.
- 12.4 If the executive committee finds that an explanation given by the member suspended under rule. 12.1. is satisfactory, it may reinstate the member.
- 12.5 If a suspended member cannot give an acceptable explanation for the cause and suspension under rule 12.1 and fails in appeal under rule 13.1. then that member can be expelled from the association or suspended for a specified period of time, not exceeding twelve(12) months.
- 12.6 At a meeting of the executive committee shall
- a) Give any suspended member an opportunity to make oral representation.
  - b) Give due consideration to any written representation submitted to the executive committee by the member at or prior to the meeting; and
  - c) By resolution determine whether to confirm or revoke the resolution.
- 12.7 Where the executive committee confirms a resolution under rule 12.5, the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule. 13.
- 12.8 A resolution confirmed by the executive committee under rule 12.5 does not take effect -
- a) Until 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 the period; or
  - b) Where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule. 13.4

**Rule. 13**  
**RIGHT OF APPEAL OF SUSPENDED MEMBER**

- 13.1 A member may appeal to the association in a general meeting against a resolution of the executive committee which is confirmed under rule 12.5, within seven (7) days after notice of the resolution is served on a member, by lodging with the secretary a notice to that effect.
- 13.2 Upon receipt of a notice from the member under rule. 13.1, the Secretary shall notify the executive committee which shall convene a general meeting of the

association to be held within twenty one (21) days after the date on which the secretary received the notice.

- 13.3 At a general meeting of the association convened under rule. 13.2
- a) No business other than the question of appeal shall be transacted.
  - b) The executive committee and the members shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.4 If at a general meeting the members pass a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

#### **Rule 14**

#### **THE EXECUTIVE COMMITTEE**

- 14.1 The conduct of affairs of the association shall be in the hands of the executive committee, which shall hold office for a period of twelve (12) calendar months from the date of appointment which shall take place at the annual General Meeting of the association.
- 14.2 Notwithstanding the provisions of rule 14.1 of this paragraph the executive committee shall comply with the directions of the members of the association in general meeting.
- 14.3 The executive committee shall consist of:-
1. The president
  3. The secretary
  4. The treasurer
  5. The publicity officer
  6. And not more than four (4) members of the operations committee. These four (4) members will be elected by simple majority ballot by the members of the Operations committee. All members of the operations committee must be ordinary members of the association.
- 14.4 Not less than sixty percent (60%) of the members of the executive committee shall form a quorum.
- 14.5 The Chairman shall have a second or casting vote in the case where voting is equal.
- 14.6 Any vacancy occurring in the executive committee shall be filled by the executive committee and the appointee shall hold office until the next annual general meeting.
- 14.7 The withdrawal of money from the associations Bank Account shall only be authorised by the executive committee and the instrument of withdrawal shall be signed by two (2) of the following;-  
president, treasurer, or secretary.
- 14.8 In the event of a casual vacancy occurring in the membership of the executive committee the executive committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to the constitution, until the conclusion of the annual or any special meeting next following the date of appointment. The executive committee may appoint any



member or members from time to time to the committee for special purposes. Such members will not have the voting powers of the executive committee members.

## **Rule 15**

### **OFFICERS OF THE CLUB - TITLES, ROLES, RESPONSIBILITIES & ACCOUNTABILITY**

#### **15.1 PATRON AND VICE PATRON**

- a) There may be one or more patrons and one or more vice patrons
- b) These positions of honour which may be offered by the members at general meetings.

#### **15.2 THE PRESIDENT**

- a) Must be an ordinary member.
- b) Will preside over the executive committee.
- c) Will at all times be accountable and responsible for the well being of the association.
- d) Will preside over all general meetings of the association.
- e) Will be an executive officer of all committees, regular and special.

#### **15.3 THE SECRETARY**

- a) Shall keep a record of proceedings of the meeting of the annual general meeting, general meetings, and special general meetings of the association.
- b) Shall keep a register of all members.
- c) Shall keep a record of proceedings of the meeting of the executive committee and all regular and special committees.
- d) Shall keep a record and conduct all correspondence in connection with the association.
- e) All outgoing correspondence shall be approved by the committee.
- f) Shall be a member, ex-officio, of all regular and special committee.
- g) The Secretary shall be the custodian of the common seal of the association.

#### **15.4 THE TREASURER**

- a) The treasurer shall be responsible for all financial matters of the association. In accordance with currently recognised accounting standards.
- b) Shall keep an asset register.
- c) Shall be responsible for the collection and distribution of all monies due to be payable by the association.
- d) Shall within fourteen (14) days of receiving, pay all monies collected into a bank approved by the executive committee.

- e) Shall record in a book of accounts the receipt and expenditure of all monies connected with the association.
- f) Shall produce each year to the auditors of the association the book of accounts.
- g) Shall at the annual general meeting, deliver to the chairman a duly audited balance sheet and profit and loss account covering the financial year immediately preceding the annual general meeting.
- h) Shall provide a brief statement of financial affairs at meetings of the executive committee.

#### 15.5 THE AUDITORS

- a) There shall be one or more auditors, which shall elected at the annual general meeting.
- b) They shall satisfy themselves that the balance sheet and profit and loss account as presented annually by the treasurer are a true and correct association's financial activities and position.
- c) They shall conduct financial investigations as required by the executive committee.
- d) They shall be a qualified accountant and independent of the association.

#### 15.6 PUBLICITY OFFICE / MANAGER

There shall be one publicity officer/ manager, responsible for

- a) Press releases.
- b) Interaction with sponsors.
- c) Initial contact with sponsors.
- d) Publicity programs.
- e) Projects.

#### 15.7 OPERATIONS COMMITTEE

Will consist of 4 members who are members of the executive committee. These may coopt other members to assist in management of tasks as required. Members can be coopted to this committee only with the approval of the executive committee. The operations committee will manage the operations of the association which will include management of:

- a) Fund raising & funding sources research.
- b) Maintenance of funding source database.
- c) Science and research
- d) Data Entry
- e) Customers.

- f) Training.
- g) Library
- h) Associated and affiliated Groups, Group members.
- i) Assist publicity officer.
- j) Acquisition, disposal and maintenance of assets.

**Rule. 16**

**ELECTION OF OFFICE BEARERS**

- 16.1. Nomination of candidates for election as office bearers of the association or as ordinary members of the committee.
- a) Shall be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b) Shall be delivered to the Secretary of the association not less than seven (7) days before the date fixed for the holding of the annual general meeting
  - c) Verbal nomination may be received at the annual general meeting, only if they have not been made in writing as per rule 16.1. (a) and (b). which nomination was made.
- 16.2. If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated shall be deemed to be elected and further nominations shall be sought at the annual general meeting.
- 16.3. If insufficient further nominations are received, any vacant position remaining on the executive committee shall be deemed casual vacancy.
- 16.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 16.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6. The ballot for the election of office bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the executive committee may direct.
- 16.7. All elections shall be by simple majority and secret ballot.

**Rule. 17**

**VACANT POSITIONS ON THE EXECUTIVE COMMITTEE**

- 17.1. If an executive committee member -
- a) Dies.
  - b) Ceases to be a member of the association.

- c) Becomes an insolvent member under the administration within the meaning of the Australian Securities Commission code.
  - d) Resigns office by notice in writing given to the secretary.
  - e) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.
  - f) If absent without consent of the executive committee from all committee meetings held during a period of six (6) months - or
  - g) Is removed from office as per rule 16.2.
- 17.2 The association in general meeting may by resolution remove any member of the executive committee from the office of member before the expiration of the member's term of office until the expiration of the term of office of the member removed.

**Rule. 18**  
**ANNUAL GENERAL MEETING, HOLDING OF**

- 18.1 With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year within the period of three (3) months after the expiration of each financial year of the association, convene an annual general meeting.
- 18.2 The association shall hold its first annual general meeting:-
- a) Within the period of eighteen (18) months after incorporation under the Act; and
  - b) Within the period of two (2) months after the expiration of the first financial year of the association.
  - c) Rule 18.1 and 18.2 have effect subject to any extension or permission granted by the commission under the section 26 (39 of the Act).

**Rule. 19**  
**ANNUAL GENERAL MEETINGS - CALLING AND BUSINESS AT**

- 19.1 The annual general meeting of the association shall, subject to the Act and to rule 18, be convened in July of each year.
- 19.2. All members shall be given twenty one (21) clear days written notice of the annual general meeting.
- 19.3 Ten (10) members or twenty five percent (25%) of all members, whichever is the smaller number, shall constitute a quorum.
- 19.4 If the annual general meeting has not been called for by the end of September of any year, ten (10) members or twenty five percent (25%) of all members, whichever is the smaller number, may convene and conduct an annual general meeting.
- 19.5 Any member desirous of moving any resolution at annual general meeting shall give notice in writing to the secretary not less than fourteen (14) days before the date of such meeting.

- 19.6 In addition to any other business which may be transacted at an annual general meeting the purpose of the meeting shall be:-
- a) The meeting opening .
  - b) To receive apologies.
  - c) To confirm the minutes of the last preceding annual general meeting and of any special general meetings held since that meeting.
  - d) To receive from the president reports upon the activities of the association during the last proceeding financial year.
  - e) To receive and consider the treasurer's and associations statement which is required to be submitted to the members pursuant to Section 26 (6) of the Act.
  - f) At each annual general meeting the chairman shall declare all offices vacant.
  - g) To elect office bearers of the association and ordinary members of the executive committee.
  - h) General business.

**Rule. 20**  
**EXECUTIVE COMMITTEE MEETINGS**

- 20.1 The executive committee shall assemble at least once each quarter at such place and time as the executive committee may determine.
- 20.2 A quorum for the transaction of business at a meeting of the executive committee shall be at least sixty percent (60%) of the total number of officers and members of the executive committee.
- 20.3 No business shall be transacted by the executive committee unless a quorum is present and if within half an hour of the time appointed for the meeting the quorum is not present the meeting stands adjourned to the same place and same hour of the same day the following week.
- 20.4 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 20.5 Additional meetings of the executive committee may be convened by the president or by any member of the executive committee.
- 20.6 Oral or written notice of a meeting of the executive committee shall be given by the secretary to each member of the executive committee at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the members of the executive committee) before the time appointed for the holding of the meeting.
- 20.7 At a meeting of the executive committee, If the president is absent or unwilling to act, such one of the remaining members of the executive committee as may be chosen by the members present at the meeting shall preside.

- 20.8 Dates on which committee meetings are to held and have been held will be published in the newsletter of the association. Minutes of these meetings will be supplied to members free of charge on application.
- 20.9 Executive committee meetings are open to all members. Closed meetings may be held from time to time at the discretion of the executive committee where it is necessary to protect the rights of privacy of individuals.
- 20.10 If matters related to the association requiring an urgent decision should occur in the period between committee meetings and it is not practicable to convene a committee meeting, then the president shall reach a decision in consultation with a majority of executive committee members that are immediately available. This is subject to agreement.

#### **Rule. 21**

##### **DELEGATION OF COMMITTEE TO SUB-COMMITTEE**

- 21.1 The executive committee may, by instrument in writing delegate to one or more sub-committees (consisting of such member or members of the association as the executive 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 duly imposed on the executive committee by the Act or by any other law.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 21.3 A delegation under this section may be subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 21.4 Notwithstanding any delegation under this rule, the executive committee may continue to exercise any function delegated.
- 21.5 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 executive committee.
- 21.6 The executive committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A sub-committee may adjourn as it thinks proper.
- 21.8 The executive committee may dissolve any subcommittee which in its opinion is no longer serving the objectives of the association.

#### **Rule. 22**

##### **VOTING AND DECISIONS**

- 22.1 Questions arising at a meeting of the executive committee or of any sub-committee appointed by the executive committee shall be resolved by a majority of the votes of members of the executive committee or sub-committee present at the meeting.

- 22.2 Each member present at a meeting of the executive committee or of any sub-committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.3 Subject to rule 20.2, the executive committee may act notwithstanding any vacancy on the executive committee.
- 22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the executive committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub-committee.

**Rule. 23**  
**SPECIAL GENERAL MEETINGS - CALLING OF**

- 23.1 The executive committee may, whenever it thinks fit, convene a special general meeting of the association.
- 23.2 The executive committee shall, on the requisition in writing not less than five percent (5%) of the total number of the members, convene a special general meeting of the association.
- 23.3 A requisition of members for a special general meeting:-
- a) Shall state the purpose or purposes of the meeting
  - b) Shall be signed by the member 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 or more of the members making the requisition.
- 23.4 If the executive committee fails to convene a special general meeting to be held within one (1) month after the date on which the requisition of members for the meeting is lodged with the Secretary, any or more of the members who made the requisition may convene a special general meeting to be held no later than three (3) months after that date.
- 23.5 A special general meeting convened by a member or members as referred to in rule 23.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the executive committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expenses incurred.

**Rule. 24**  
**NOTICE OF GENERAL MEETINGS**

- 24.1 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 fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the address appearing on 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.

- 24.2 Where the nature of the business proposed to be dealt with at general meeting requires a special resolution of the association, the secretary shall, at least twenty one (21) days before the date fixed for holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 24.1 specifying, in addition to the matter required under rule 24. the intention to propose the resolution as a special resolution.
- 24.3 No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting.
- 24.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### **Rule. 25**

##### **PROCEDURE OF GENERAL MEETINGS**

- 25.1 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.
- 25.2 Ten (10) members or twenty five percent (25%) of members present in person (being members entitled under these rules to vote at a general meeting) constitutes a quorum for the transaction of business of a general meeting. See rule 19.3.
- 25.3 If within half an hour of 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 case stand adjourned to the same day in the following week at the time and (unless another place is 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) at the same place.
- 25.4 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 five (5) or fifteen percent (15%) shall constitute a quorum.

#### **Rule. 26**

##### **ADJOURNMENT OF GENERAL MEETINGS**

- 26.1 The chairperson of 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 at which the adjournment took place.
- 26.2 Where the general meeting is adjourned for fourteen (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 business to be transacted at the meeting.
- 26.3 Except as approved in rule 26.1 and 26.2 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.



**Rule. 27**  
**MAKING OF DECISIONS**

- 27.1 A question arising at a general meeting of the association shall be determined on a show of hands and unless before or on declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on the 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 that resolution.
- 27.2 At a general meeting of the association, a poll may be demanded by the chairperson or by not less than three (3) members present in person or proxy at the meeting.
- 27.3 Where a poll is demanded at a general meeting, the poll shall be taken:-
- a) Immediately in the case, which relates to election of the chairperson of the meeting or 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 chairperson directs, and the resolution of the poll on the matter shall be deemed to be a resolution of the meeting on that matter.

**Rule. 28**  
**FUNDS - SOURCES**

- 28.1 The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 28.2 All money received by the association shall be deposited as soon as practicable but within 14 days and without deduction to the credit of the association's bank account.
- 28.3 A gift fund, entitled SOSSA Donations Fund, will be established in accordance with Section 78AB of the Income Tax Assessment Act 1936. This fund will be separately accounted from all other funds of the association.
- 28.4 A separate bank account will be established to hold any monies of the SOSSA Donations Fund.
- 28.5 The SOSSA Donations Fund will receive:
- (i) All gifts made to the association of money or property for the purpose of achieving the objectives of the association as defined in Rule 2 of this constitution.
  - (ii) Any interest received on money in the SOSSA Donations Fund.
  - (iii) Any money derived from property gifts to the association.
- 28.6 Apart from property and monies specified in Rule 28.5, the SOSSA Donations Fund will receive no other money or property.
- 28.7 The SOSSA Donations Fund will be used solely to support the objectives of the association as defined in Rule 2 of this constitution.

- 28.8 The SOSSA Donations Fund will be administered by a separate committee, the Donations Fund Management Committee. This committee will comprise three members, one only from the executive committee of the association and two persons of responsibility as required by the Guidelines for the Register of Environmental Organisations.
- 28.9 Any allocation of funds or property from the SOSSA Donations Fund, made by the association to any other organisation, group or person will be made in accordance with the objectives of the association, and will not be influenced by the expressed preference or interest of a particular donor to the association.
- 28.10 In the event of the winding up of the SOSSA Donations Fund for any reason, all monies and property held in this fund will be transferred to an environmental body that is listed on the Register of Environmental Associations and has similar objectives to those of the association.
- 28.11 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**Rule. 29**  
**FUNDS - MANAGEMENT**

- 29.1 Subject to any resolution passed by the association in a special general meeting, the funds of the association shall be used to achieve of the objects of the association in such manner as the executive committee determines.
- 29.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed as per rule. 14.7.

**Rule. 30**  
**ALTERATION OF OBJECTS AND RULES**

- 30.1 The statement and objects and these rules may be altered, rescinded or added to only by a special resolution of the association at an annual or special general meeting.

**Rule. 31**  
**CUSTODY OF BOOKS ETC.**

- 31.1 Except as otherwise provided by these rules, the secretary shall keep in his or her custody under his or her control all records, books and other documents relating to the association.
- 31.2 No member shall take, or permit to be taken out of the possession of the association any document, book or other article unless authorised by the executive committee to do so. Where a particular member or members of the association has been given and accepted custodial care of association property then the executive may delegate this authority to such member or members.

**Rule. 32**  
**INSPECTION OF BOOKS ETC.**

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

**Rule. 33**  
**SPECIAL RESOLUTION**

- 33.1 A resolution of the association is a special resolution if;-
- a) It is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - b) Where it is made to appear to the commission that it is not possible or practicable for the resolution to be passed in the manner specified in 31.1(a), the resolution is passed in a manner specified by the commission.

**Rule. 34**  
**VOTING**

- 34.1 Upon any question arising at a general meeting of the association a member has only one vote.
- 34.2 All votes shall be given personally or by proxy, but no member may hold more than five (5) proxies.
- 34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise the second or casting vote.
- 34.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

**Rule. 35**  
**APPOINTMENT OF PROXIES**

- 35.1 Each member of the association shall be entitled to appoint another member as proxy by notice given to the secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy shall be in form set out in Appendix 2 of these rules.

**Rule. 36**  
**SERVICE OF NOTICE**

- 36.1 For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the members address shown in the register of members.
- 36.2 Where a document is sent to a person by properly addressing, prepaying and posting to a person a letter containing the document shall, unless the contrary is proved, be deemed for the purpose 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.

**Rule. 37**  
**SURPLUS PROPERTY**

- 37.2 At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to section 53 (2) of the Act in the event of winding up or cancellation of the incorporation of the association.
- 37.1 If upon winding up or dissolution of the association there remains after satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the association but shall be given or transferred to an institution having objects similar to the association or to some recognised charitable body. The disposal of surplus assets shall be guided by section 53 of the Act. Disposal of the SOSSA Donations Fund is separately addressed in Section 28.10.

**Rule. 38**  
**RECORD OF ATTENDANCE AND MEETINGS.**

- 38.1 The association shall keep, under the control of the secretary, record of attendance book and a record of meetings.

**Rule. 39**  
**FINANCIAL YEAR**

- 39.1 The financial year of the association shall end on the 30th June of each year, to which day the accounts of the association shall be balanced.

**Rule 40.**  
**PAYMENT ETC. OF OFFICE BEARERS AND MEMBERS**

- 40.1 A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except-
- a) repayment of out-of-pocket expenses;
  - b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
  - c) reasonable and proper rent for premises let to the association.
  - d) if the member is allocated funds to carry out research pursuant to achieving the objectives of the association.

**Rule 41**  
**VACATION OF OFFICE**

- 41.1 Without limiting the operation of rule 14, the office of a member shall become vacant if-
- a) the member holds an office of profit in the association
  - b) the member is directly or indirectly interested in any contract or proposed contract with the association

**Rule 42****NOTIFICATION OF PROPOSED ALTERATION OF RULES**

- 42.1 A proposed alteration of the rules or statement of objects of the association shall be notified to the minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

**Rule 43****COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934**

- 43.1 The association shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations thereunder as are applicable to it.

**Rule 44****BY-LAWS**

- 44.1 Subject to the Act, the regulations and these rules, by-laws may be made, repealed or amended by the executive committee for the better conduct and efficiency of the association. By-laws shall have effect until set aside by the executive committee or a meeting of the association.

**Rule 45****THE COMMON SEAL**

- 45.1 The common seal of the association shall be kept in the custody of the secretary and shall be only affixed to a document with the approval of the executive committee. The stamping of the common seal shall be witnessed by the signatures of two executive committee members.

**Rule 46****THE PUBLIC OFFICER**

- 46.1 The executive committee shall ensure that a public officer is appointed.
- 46.2 The executive committee may at any time remove and reappoint the public officer, provided that the person is appointed is over the age of 18 and a resident of New South Wales.
- 46.3 The public officer shall be deemed to have vacated their position in the following circumstances:
- a) Death.
  - b) Resignation.
  - c) Removal by the executive or at a general meeting.
  - d) Bankruptcy or general insolvency.
  - e) Mental illness.
  - f) Residency outside of NSW.
- 46.4 When a vacancy occurs in the position of public officer the executive shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new public officer.

- 46.5 The public officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:
- a) Appointment (within 14 days).
  - b) A change of residential address (within 14 days).
  - c) Change in the association's objects or rules (within 1 month).
  - d) A change in the membership of the executive committee (within 14 days)
  - e) Of the association's financial affairs (within one month after the annual general meeting).
  - f) A change in the association's name (within 1 month).
- 46.6 The public officer may be a member of the executive committee or an ordinary member of the association.



APPENDIX 2

Rule 35.2

FORM OF APPOINTMENT OF PROXY

I, \_\_\_\_\_ of \_\_\_\_\_  
FULL NAME ADDRESS

being a member of \_\_\_\_\_  
NAME OF ASSOCIATION

hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
(FULL NAME OF PROXY) (ADDRESS)

being a member of the association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, or as the case may be

held on \_\_\_\_\_ day of \_\_\_\_\_ year.  
and at any adjournment of that meeting.

\*\*\*\*My proxy is authorised to vote in favour of/against  
(Delete as appropriate) the resolution (Insert details).

\*\*\*\*To be inserted if desired.

\_\_\_\_\_  
Signature of member appointing proxy

NOTE: A proxy vote may not be given to a person who is not a member of the association.



APPENDIX 3

Rule 16.1

NOMINATION for COMMITTEE

I, \_\_\_\_\_  
FULL NAME  
of \_\_\_\_\_  
ADDRESS

being a financial member of \_\_\_\_\_ Southern Oceans Seabird Study Association Inc.  
NAME OF ASSOCIATION

hereby nominate: \_\_\_\_\_

for position of \_\_\_\_\_  
President, Secretary, Treasurer, Publicity Officer.

NAME: \_\_\_\_\_ signature: \_\_\_\_\_

SECONDER: \_\_\_\_\_ signature: \_\_\_\_\_

I, \_\_\_\_\_  
being a financial member of \_\_\_\_\_ Southern Oceans Seabird Study Association Inc.

accept the nomination for: \_\_\_\_\_

Name: \_\_\_\_\_

Signature of member: \_\_\_\_\_

Dated: \_\_\_\_\_

23rd June 1996

Dear Member,

At the Annual General Meeting of SOSSA on 22nd June 1996, amendments to the SOSSA constitution, necessary for taxation benefits, were approved. Would you please update your copy of the constitution using the amendment below;

A Replacement of Rule 28.2 (glue or staple to page 18).

Yours faithfully

Janice G. Jenkin-Smith.JP.,CMC.  
Secretary

**Rule 28.2** of the constitution is replaced by the following as a result of an amendment motion passed at the Annual General Meeting of SOSSA on 22nd June 1996.

- 
- 28.2 (a). All money received by the association shall be deposited as soon as practicable but within 14 days and without deduction to the credit of the association's bank account.
- (b) A public funds account will be established and maintained and will be administrable by a Donations Fund Committee". This account will be entitled, The **SOSSA Donations Fund** for use as follows:
- i. To which gifts of money or property for the environmental objectives of the association are to be made: and
  - ii. To which any interest on money in the public funds account is to be credited.
  - iii. To which money derived from property donated and to be used for the environmental objectives of the association is to be paid: and
  - iv. That does not receive any other money or property; and
  - v.. That is to be used to support the environmental objectives of the association.

**Rule. 28**  
**FUNDS - SOURCES**

- 28.1 The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 28.2 All money received by the association shall be deposited as soon as practicable but within 14 days and without deduction to the credit of the association's bank account.
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- 28.9 Any allocation of funds or property from the SOSSA Donations Fund, made by the association to any other organisation, group or person will be made in accordance with the objectives of the association, and will not be influenced by the the expressed preference or interest of a particular donor to the association.
- 28.10 In the event of the winding up of the SOSSA Donations Fund for any reason, all monies and property held in this fund will be transferred to an environmental body that is listed on the Register of Environmental Associations and has similar objectives to those of the association.
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