

# ANNEXURE A

## Foundation for Rabbit Free Australia, Inc

### Rules of Association

1. The name of the Incorporated Association is the Foundation for Rabbit Free Australia Incorporated, referred to as “the Association”.

2. In these Rules, unless the contrary intention appears –

**Act** means the *Associations Incorporation Act 1985 (SA)*;

**Committee** means the Committee of Management of the Association convened in accordance with these Rules;

**Commonwealth Treasurer** means the Treasurer of the Commonwealth of Australia.

**Environment Department** means the Department that:

(a) deals with matters arising under section 1 of the *Environment Protection and Biodiversity Conservation Act 1999 (Cth)*; and

(b) is administered by the Minister.

**Environment Minister** means the Minister of the Commonwealth of Australia administering section 1 of the *Environment Protection and Biodiversity Conservation Act 1999 (Cth)*

**Fund** means the Foundation for Rabbit-Free Australia Fund established in Rule 27.

**Member** means a member of the Association;

**Register of Environmental Organisations** means the Register established under subdivision 30-E of the *Income Tax Assessment Act 1997 (Cth)*;

**Regulation** means the *Associations Regulations 1985 (SA)*;

**Special Resolution** has the meaning set out in the Act.

All other resolutions will be ordinary resolutions approved by a majority in number of the members present either personally or by proxy at a meeting and being entitled to vote on a resolution.

### 3. OBJECTS

The aims and objectives of the Association are to:

3.1 support research and other measures contributing to the eradication of the European wild rabbit from Australia

3.2 raise awareness through the community nationally as to the nature and extent of rabbit induced land and environmental degradation in Australia and without limiting that generality: -

3.3 invite members of the public and corporations to become members of the Association and through membership to support the Committee to promote and carry out the activities of the Association;

3.4 encourage the making of gifts and testamentary dispositions to or for the benefit of the Association or any of its Approved Funds or trusts established to promote and implement these objects; and

3.5 raise and otherwise generate money for giving effect to these objects by any method the Committee deems practicable or desirable

#### **4. POWERS**

The Association has the power for the purposes of carrying out its objects to: -

4.1 acquire, hold, deal with and dispose of, any real or personal property;

4.2 administer any property or trust;

4.3 open and operate bank accounts including trading accounts whether in credit or overdrawn and to pay bank costs, fees and charges in connection with those accounts;

4.4 invest money in any security in which trust money may, by Act of Parliament, be invested;

4.5 generally or from banks and other financial institutions borrow money on such terms and conditions as the Association thinks fit;

4.6 give security over the property of the Association for the discharge of liabilities incurred by the Association as the Association thinks fit including charges, mortgages and guarantees;

4.7 appoint agents to transact any business of the Association on its behalf and to engage professional and other consultants to assist and advise in connection with the business of the Association;

4.8 enter into any other contract it considers necessary or desirable;

4.9 accept any gift, grant, donation, or property, whether subject to any trust or not to be applied for the purposes of the objects of the Association and of any Approved Fund; and

4.10 subject to Section 53 of the Act, to invite and accept deposits of money from any person or corporation on terms and conditions determined by the Committee from time to time.

#### **5. MEMBERSHIP**

5.1 Membership of the Association will be available as a: -

5.1.1 Foundation Sponsor being a Corporation, Association or individual making a donation of \$50,000.00 or of property to the value of \$50,000.00 in each year for three consecutive years (or such other donation as determined by the Committee);

5.1.2 General Member being a natural person; or

5.1.3 Corporate Member being a body corporate;

5.1.4 General Members and Corporate Members will be of equal status under these Rules.

5.1.5 In these Rules "member" means a Foundation Sponsor, General Member or a Corporate Member except specific reference is otherwise made.

#### **6. SUBSCRIPTIONS**

6.1 The subscription fees for each class of membership will be as set out in these Rules and otherwise as the Committee determines from time to time.

6.2 The subscription fees for each class of membership become payable annually on 1 July or at such other time as the Committee determines from time to time.

6.3 Any Member whose subscription is outstanding for more than three months after the due date for payment will cease to be a member of the Association, provided that the Committee may reinstate that member's membership on such terms as it thinks fit.

6.4 Foundation Sponsors will be entitled to membership for five consecutive years for the contribution of the first donation of \$50,000.00 or of property to the value of \$50,000.00 (or such other donation as the Committee determines). At the conclusion of five years Foundation sponsors may elect (on the payment of the fee prescribed for Corporate Members or General Members, as the case may be) to transfer membership to General Member or Corporate Member (as the case may be).

## **7. RESIGNATION**

A Member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any Member resigning will be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.

## **8. THE COMMITTEE**

8.1 The affairs of the Association will be managed and controlled exclusively by a Committee, which in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these Rules required to be done by the Association in general meeting.

8.2 The Committee has the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act and may discuss or delegate any of its powers to such officers and employees.

8.3 The Committee will be comprised of a Chairperson, Secretary, Treasurer, up to seven committee members all of whom will be Members of the Association or the duly appointed representatives of Corporate Members, and a representative of each Foundation Sponsor (if nominated by a Foundation Sponsor). For the purposes of these Rules the representatives of Foundation Sponsors will not be subject to retirement by rotation but will retain office at the will of their nominators for as long as those nominators retain membership of the Association as Foundation Sponsors.

The first Committee will hold office until the first annual general meeting after incorporation, at which time one half of the members of the Committee (to be chosen by ballot) will retire from the Committee, but will be eligible for reappointment. At each subsequent annual general meeting, four of the longest serving Members of the Committee will retire and will be eligible for reappointment. Notwithstanding anything else in sub-clause 8.4, at the third annual general meeting after incorporation if more than one half of the members

of the first Committee remain in office then a number of those members of the first Committee still in office (to be chosen by ballot) sufficient to ensure that at least half of the members of the first Committee will have retired, will retire from office at the third annual general meeting and will not be eligible for reappointment.

8.5 Notwithstanding any other rule, a Chairperson and a Committee member will not be eligible to hold office for more than five years consecutively except by special general resolution of an appropriately convened general meeting.

8.6 The Committee may appoint a person to fill a casual vacancy and that committee member will hold office until the next annual general meeting of the Association and will be eligible for reappointment.

8.7 A Committee Member retiring by rotation will be eligible to stand for re-election without nomination. The Committee must give notice to all members of the date for a meeting to elect committee members at least thirty days prior to that meeting. No person not being a retiring committee member will be eligible to stand for election unless a member of the Association has nominated that person at least fourteen days before the meeting at which an election is to take place by delivering the nomination of that person to the Secretary of the Association. The nomination must be signed by the proposer and by the nominee to signify a willingness to stand for election.

8.8 Notice of all persons seeking election to the Committee must be given to all Members of the Association within seven days of the meeting at which the election is to be held.

8.9 If only, or if less than, the required number of persons are nominated to fill existing vacancies, the Secretary will report accordingly to the meeting and the Chairperson will declare those persons duly elected as committee members. If there are more nominations than there are vacancies on the Committee, the members of the Committee will be elected by ballot.

8.10 The Committee may appoint advisers from time to time to the Committee to assist its deliberations, although such appointed advisers are to have no voting powers. Such advisers may or may not be members.

## **9. DISQUALIFICATION OF MEMBERS**

The office of committee member will become vacant if a committee member: -

9.1 resigns from office;

9.2 is disqualified by the Act;

9.3 is expelled under these Rules;

9.4 is or becomes permanently incapacitated by ill health;

9.5 is absent without being granted leave by the Chairperson for more than three consecutive committee meetings or more than three meetings in a financial year;

9.6 ceases to be the duly appointed representative of a Corporate Member.

## **10. PROCEEDINGS OF THE COMMITTEE**

10.1 The Committee will meet together for the dispatch of business as required.

10.2 Questions arising at any meeting will be decided by a majority of votes and in the event of equality of votes, the Chairperson will have a casting vote in addition to a deliberative vote.

10.3 A quorum for a meeting of the Committee will be the next whole number greater than one half of the number of committee members currently appointed.

10.4 If dispatch of business is required and it is not practicable for the Committee to meet and the majority of the Committee agrees, that business may be conducted by electronic communication, providing that any resolution arising from that business is recorded by the Secretary and included in the minutes of the next face-to-face meeting.

10.5 A member of the Committee, having a pecuniary interest in a contract with the Association, must disclose that interest to the Committee as required by the Act and must not vote with respect to that contract.

## **11. EXPULSION OF A MEMBER**

11.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member ("Defaulting Member) on a charge of misconduct detrimental to the interests of the Association or for any act or omission injuring the standing and reputation of the Association.

11.2 Particulars of the charge or the act of omission must be communicated to the Defaulting Member at least one calendar month before the meeting of the Committee at which the matter will be determined.

11.3 The determination of the Committee will be communicated to the Defaulting Member and in the event of a determination to expel, the Defaulting Member will, subject to Sub Rule 11.4, cease to be a Member 14 days after the Committee has communicated its determination to the Defaulting Member.

11.4 A Defaulting Member may appeal to the Association in general meeting against expulsion. Notice in writing of the intention to appeal must be communicated to the Secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the Defaulting Member.

11.5 In the event of an appeal under sub-rule 11.4, the appellant's membership of the Association will not be terminated unless the determination of the Committee to expel the Defaulting Member is upheld by the members of the Association in general meeting after the appellant has been heard, and in that event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## **12. FINANCIAL YEAR**

The first financial year of the Association will be the period commencing on the date of incorporation on 22 July 1992 and ending on June 30 1993 and thereafter the period of 12 months commencing on 1 July in each year ending on 30 June in each following year will constitute a financial year of the Association.

## **13. RULES**

13.1 Subject to approval by a Special Resolution of the members of the Association, these Rules may be altered (including alteration to the name of the Association), or be rescinded and replaced by substituted Rules. Any resolution must be registered with the Commission as required by the Act.

13.2 The registered Rules will bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of their provisions.

## **14. SEAL**

14.1 The Association will have a common seal upon which its corporate name must appear in legible characters.

14.2 The seal must not be used without the express authorisation of a resolution of the Committee and every use of the seal must be recorded in the minute book of the Association. The affixing of the seal will be witnessed by two Committee members and by the Secretary or such other person as the Committee may from time to time decide.

14.3 The seal will be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

## **15. MEETINGS**

15.1 The Committee may call a special general meeting of the Association at any time and must call an annual general meeting in accordance with the Act.

15.2 The first annual general meeting must be held within eighteen months after the incorporation of the Association and thereafter, within five months and the end of each financial year.

15.3 Upon a requisition in writing of not less than ten of the total number of members of the Association, the Committee must within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

15.4 Every requisition for a special general meeting must be signed by the members making it and must state the purpose of the meeting.

15.5 If a special general meeting is not convened within one month as required by sub-rule 15.3, the requisitionists may convene a special general meeting. That meeting must be convened in the same manner as a meeting convened by the Committee and for this purpose, the Committee must ensure that the requisitionists are supplied free of charge with particulars of the members

entitled to receive a notice of meeting. The reasonable expenses of convening and conducting the meeting will be borne by the Association.

15.6 Subject to sub-rule 15.7, at least fourteen days notice of any general meeting must be given to members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting will be the consideration of the accounts and reports of the Committee and the auditors; the appointment of auditors and committee members (if required) and any other business requiring consideration by the Association in general meeting.

15.7 Notice of a meeting at which a special resolution is to be proposed must be given at least twenty-one days prior to the date of the meeting.

15.8 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address or email address appearing in the register of members or by an advertisement appearing in a reputable newspaper or newspapers nominated by the Committee.

15.9 Where a notice is sent by post, service of the notice will be deemed to be effected (if it is properly addressed and posted to the member by ordinary prepaid mail) on the date of posting the notice.

## **16. PROCEEDINGS AT MEETINGS**

16.1 Ten Members (or three quarters of all of the members if the total membership is less than ten) present personally or by proxy will constitute a quorum at any general meeting.

16.2 If, within thirty minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon requisition of members will lapse. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting, a quorum is not present within thirty minutes of the time appointed for such adjourned meeting, the members present will constitute a quorum.

16.3 The Chairperson of the Committee or if there be no Chairperson, or upon their declining to take the chair or retiring from the chair, then one of the committee members chosen by the meeting will preside as Chairperson at every general meeting of the Association.

16.4 If there is no Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.

16.5 The Chairperson may with the consent of any meeting at which a quorum is present and must if directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any

adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as if that meeting was an original meeting of members.

16.7 At any general meeting, a resolution put to the vote will be decided on a show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, will, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or portion of the vote recorded in favour of, or against, the resolution.

16.8 If a poll is demanded by the Chairperson of the meeting or by three or more members present, personally or by proxy, it will be taken in a manner as the Chairperson directs. The results of the poll will be the resolution of the meeting, except that in the case of a special resolution, a majority of not less than three quarters of the members who, being entitled to do so, vote personally or by proxy at the meeting, is required.

16.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, must be taken at the meeting and without adjournment.

## **17. MINUTES**

17.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, must be entered within one month after the relevant meeting in minute books kept for the purpose.

17.2 The minutes kept pursuant to this Rule must be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are available for signing.

17.3 Where minutes are entered and signed, they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly conducted and that all appointments made at a meeting were valid.

## **18. VOTING RIGHTS**

18.1 Subject to these Rules, at any general meeting each member present in person or by proxy will be entitled to one vote.

18.2 A member being a body corporate will be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person must be appointed by a Corporate Member by a resolution of its Board which must be authenticated under its seal. Such a person will be deemed to be a member of the Association for all purposes until the authority to represent the Corporate Member is revoked and that resolution advised to the Secretary. That person will be entitled to be elected or appointed to the Committee until the authority to

represent the Corporate Member is revoked and notice of such revocation is received by the Secretary.

#### **19. PROXIES**

A member will be entitled to appoint in writing a natural person (who is also a Member of the Association) to be that member's proxy to attend and vote at any meeting of the Association on behalf of the member.

#### **20. ACCOUNTS AND AUDIT**

The Association must keep all accounting records necessary to record and explain correctly the financial transactions and financial position of the Association. If the Association is or becomes, and for as long as it remains, a prescribed association within the meaning of the Act it must appoint an auditor who will audit the accounts of the Association for any period during which it is or was a prescribed association.

#### **21. INDEMNITY**

Any member of the Committee, the Secretary and any other officer and employee of the Association will be indemnified out of the assets of the Association against any liability incurred by that person in defending any proceedings whether civil or criminal taken against that person by reason of that person's actions in relation to or in connection with the Association in which judgment is given in that person's favour or in which that person is acquitted or in which relief is granted to that person by a Court in respect of any negligence default breach of duty or breach of trust.

#### **22. NOT-FOR-PROFIT**

The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

#### **23. NO LIABILITY OF MEMBERS**

No member of the Association will be liable to contribute to the assets of the Association in the event of it being wound up while being a member or after ceasing to be a member for payment of debts and liabilities of the Association or of the costs charges and expenses of winding-up.

#### **24. WINDING UP**

The Association may be wound up in the manner provided for in the Act.

#### **25. APPLICATION OF SURPLUS ASSETS**

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

#### **26. DATE OF INCORPORATION**

The Association is incorporated as and from 22 July 1992.

## **27. ESTABLISHING AND MAINTAINING A PUBLIC FUND**

The Association will establish and maintain a public gift fund to be called the Foundation for Rabbit-Free Australia Fund for the specific purpose of supporting the environmental objects of the Association. 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 and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth).

## **28. AGREEMENT TO ABIDE BY MINISTERIAL RULES**

The Association agrees to comply with any rules that the Commonwealth Treasurer and the Environment Minister may make to ensure that gifts made to the Fund are only used for its principal purpose.

## **29. CONDUIT POLICY**

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

## **30. WINDING-UP THE FUND**

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.

## **31. STATISTICAL INFORMATION**

The Association agrees to give the Environment Department, within a reasonable period after the end of each financial year, statistical information about gifts made to the Fund during that financial year.

## **32. RULES FOR THE MANAGEMENT OF THE FUND**

### **32.1 Objective of the Fund**

The objective of the Fund is to support the Association's environmental objects.

### **32.2 Seek Funds from the Public**

Members of the public are invited to make gifts of money or property to the Fund for the environmental objects of the Association.

### **32.3 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.

### **32.4 Separate Bank Account for the Fund**

A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Fund.

### **32.5 Receipts**

Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

### **32.6 Not-for-profit**

The Fund will be operated on a not-for-profit basis.

### **32.7 Public Fund Management Committee**

- a) A committee of management of no fewer than three natural persons will administer the Fund.
- b) The Public Fund Management Committee will be appointed by the Association's management committee.
- c) A majority of the members of the committee are required to have a degree of responsibility to the wider community of Australia as defined in Taxation Ruling *TR 95/27 Income Tax: public funds* and/or the Register of Environmental Organisations Guidelines as amended or replaced from time-to-time.

Revised Wednesday, 28 October 2015 by Damien Bond