



Koala Preservation Society of NSW Inc.

**CONSTITUTION 2010**

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## Koala Preservation Society of NSW Incorporated

### CONSTITUTION

NAME: The name of the Association shall be:

#### **KOALA PRESERVATION SOCIETY OF NSW INCORPORATED.**

OBJECTIVES: The objectives of the Association are set out hereunder:

The preservation and care of wild koalas.

The preservation and expansion of habitat of wild koalas.

The collection of information for research relating to habitat, disease, nutrition and habits of wild koalas and the recording of same.

To rescue and treat sick and injured koalas and to record details and case histories and release back to home range if possible.

To provide educational material, to increase public awareness of all aspects of the koala.

Protection of the wild koala population through liaison with local councils, NSW Government departments and private property owners.

### **PART 1. Preliminary**

#### **1 Definitions**

1.1 In this constitution:

*Director-General* means the Director-General of the Department of Services, Technology and Administration.

*executive member* means a member of the committee who is an office-bearer of the association.

*ordinary committee member* means a member of the committee who is not an office-bearer of the association.

*association* means the Koala Preservation Society of NSW Incorporated.

*committee* means the Management Committee of the Association.

*secretary* means:

- (a) the person holding office under these rules as Secretary of the association; or
- (b) if no such person holds that office – the public officer of the association.

*special general meeting* means a meeting of the association other than an annual general meeting.

*the Act* means the Association Incorporation Act 2009 as amended.

*the Regulation* means the Association Incorporation Regulation 2009 as amended

*Policy & Procedures* means the association's policy & procedures published by the Committee from time to time.

- 1.2 In this constitution:
- (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, if the function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the Interpretation Act 1987 as amended, apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- 1.4 The Koala Preservation Society must conform to all Federal and State legislation and regulations relevant to its operations including OH&S regulations as administered by WorkCover.

## **PART 2. Membership**

### **2 Membership qualifications**

A person is qualified to be a member of the association if the person is a natural person, and only if:

- 2.1 the person has been nominated and approved for membership of the association in accordance with clause (3) and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; and
- 2.2 the person:
- (a) has been approved for membership of the Association by the Committee of the Association; and
  - (b) shall abide by the Association's Code of Conduct.

### **3 Application for membership**

- 3.1 An application of a person for membership of the association:
- (a) shall be made in writing in the appropriate form or through the KPS web site; and
  - (b) shall be lodged with the secretary with a fee as determined by the association; and
  - (c) agrees to abide by the members 'code of conduct'.
- 3.2 As soon as practicable after receiving an application, the secretary must refer the application to the committee which is to:
- (a) consider the application after which the applicant shall become a provisional member of the association, or
  - (b) reject the application.
- 3.3 After three months the secretary shall refer the provisional member to the next committee meeting, which shall determine whether to approve or reject the provisional member's application as a member of the association.
- 3.4 If the committee determines to approve the application for membership, the secretary shall, as soon as practicable after that determination, notify the provisional member of that approval.
- 3.5 The secretary shall, upon rejection of an application, remove the applicant's name from the register of members and the fee shall be refunded.
- 3.6 The association shall have seven categories of membership:
- (a) Working Membership involves direct participation in the functions and activities concerning the care and welfare of koalas. This category of membership will be open only to adults living within the boundaries of the area covered by the Association's National Parks and Wildlife Service Licence. The committee may reclassify a Working Member who ceases direct participation with the Association for a continuous period of at least six months as a Supporting Member.
  - (b) Provisional Membership shall apply in respect of each member of the Association pending confirmation pursuant to clause 3(1) of the Constitution.

- (c) Supporting Membership shall apply to those members who indirectly participate in the Association activities, care and welfare of koalas. These members to advise the membership secretary when they take part in functions for KPS (e.g. Open Day).
- (d) Overseas Membership shall apply to those members who do not reside in Australia.
- (e) Junior Membership shall apply to those persons aged under 16 years and shall be approved subject to Association's Policy and Procedures.
- (f) Life Membership shall apply to those members who are awarded Life Membership at an Annual General Meeting.
- (g) Honorary Membership shall apply to those members who are awarded Honorary Membership at a General Meeting.

Only Working Members and Working Life Members shall be entitled to vote at meetings of the Association.

All members of the Association shall comply with the Code of Conduct as specified in the Association's Policy and Procedures.

#### **4 Cessation of membership**

A person ceases to be a member of the Association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the association; or
- (d) has not paid the annual fee by April 30<sup>th</sup> and their name shall be removed from the Register of Members.

#### **5 Membership entitlements not transferable**

A right, privilege or obligation, which a person has by reason of being a member of the Association;

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

#### **6 Resignation of membership**

- 6.1 A member of the association is not entitled to resign that membership, except in accordance with this clause.
- 6.2 A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership, may resign from membership of the association by first giving to the secretary, written notice of one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 6.3 If a member of the association ceases to be a member under subclause (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.

#### **7 Register of members.**

- 7.1 The public officer of the association must establish, and maintain a register of members of the association specifying the name, postal or residential address and email address of each person who is a member of the association, together with the date on which the person became a member.
- 7.2 The register of members shall be kept in New South Wales at the principal place of administration of the association.

- 7.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 7.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 7.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 7.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and subscriptions**

An intending member of the Association shall, on application for membership, pay to the Association, the annual membership fee, as prescribed by the members or, if some amount is determined by the Committee, that other amount:

- (a) except as provided by subclause (b), before 1 April in each calendar year, or,
- (b) if a person becomes a member on or after 1 February in any calendar year then fees shall become due on the 1 April the following year and each succeeding year thereafter.

## **9 Members' liabilities.**

The liability of a member of the Association to contribute towards the payment of the 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 clause 8.

## **10 Resolution of internal disputes**

- 10.1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association is to be dealt with under the association's Policy & Procedures document. If unsuccessful the matter is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- 10.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 10.3 The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- 10.4 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11 Disciplining of members**

- 11.1 A complaint may be made by any member of the association, that some other member of the association:
- (a) has persistently breached the Code of Conduct as specified in the association's Policy and Procedures, or
  - (b) has persistently refused, or neglected, to comply with a provision, or provisions, of this constitution, or
  - (c) has persistently and/or wilfully acted in a manner prejudicial to the interests of the association.

- 11.2 On receiving such a complaint, the committee:
- (a) shall cause notice of the complaint to be served on the member concerned; and
  - (b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) shall take into consideration any submissions made by the member in connection with the complaint.
- 11.3 The committee may, by resolution, expel the member from the association, or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 11.4 If the committee expels, or suspends, a member, the secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- 11.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12(5); whichever is the later.

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

- 12.1 A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.
- 12.3 On receipt of a notice from a member under subclause (1), the secretary shall notify the committee, which is to convene a general meeting of the association, to be held within 28 days after the date on which the secretary received the notice.
- 12.4 At a general meeting of the association, convened under clause (3):
- (a) no business other than the question of the appeal shall be transacted; and
  - (b) the committee and the member, shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (d) a returning officer shall be appointed at the meeting to count the votes and declare the result.
- 12.5 The appeal is to be determined by a simple majority of votes cast by members of the association.

## **PART 3. The Committee**

### **13 Powers of the Committee**

The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules, and to any resolution passed by the association in general meeting:

- (a) shall control and manage the affairs of the association; and
- (b) shall be responsible for providing supervision and support for the hospital supervisor, staff and volunteers, and

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

#### **14 Constitution and membership**

No more than one member of the Committee shall be a paid employee of the Association. Only one paid employee of the Association is eligible to hold office on the Committee.

The Association shall give no remuneration or other benefit in money or money's worth to any member of the Committee except in reimbursement of out-of-pocket expenses as outlined in the KPS Policy and Procedures document as amended.

- 14.1 The committee shall be elected from the ranks of life members and local working members, and consist of:
  - (a) the office-bearers of the association (executive); and
  - (b) 5 – 7 ordinary committee members (clause 4 and 5), each of whom is to be elected at the annual general meeting of the association under clause 15.
- 14.2 Not more than one member of an immediate family shall be elected to a position on the committee at any one time.
- 14.3 The office-bearers of the association are to be:
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer
  - (d) the secretary
- 14.4 Four ordinary committee members will be responsible for a specific area, within the following areas:
  - (a) hospital
  - (b) education
  - (c) ecological consultant
  - (d) maintenance
- 14.5 Three ordinary committee members to be selected from eligible voting members; at least two will be responsible for a specific area, within the following areas:
  - (a) habitat
  - (b) media-PR
  - (c) souvenir kiosk
  - (d) fundraiser (friends of the koala hospital)
  - (e) adopt a wild koala
  - (f) membership secretary
  - (g) assistant treasurer
  - (h) I.T. network
- 14.6 Each member of the committee will, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- 14.7 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy, and the member so appointed is to hold office, subject to these rules, until the annual general meeting following the date of the appointment.

## **15 Election of members of the management committee**

- 15.1 Nominations of candidates for election as the office-bearers of the association, or as ordinary committee members:
- (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) shall be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 15.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.6 The ballot for the election of the office-bearers and ordinary committee members of the committee shall be conducted at the annual general meeting by secret ballot.

## **16 Secretary**

- 16.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 16.2 It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and
  - (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.
- 16.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 16.4 Other duties as specified in the association's Policy and Procedures.

## **17 Treasurer**

- 17.1 It is the duty of the treasurer of the association to ensure:
- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- 17.2 The treasurer's monthly financial reports shall be included in the minutes of proceedings of a committee meeting.
- 17.3 The treasurer's monthly financial report to the committee shall include detail on the administration of the trust funds held for the long term protection, preservation and care of wild koalas.

17.4 Other duties as specified in the association's Policy and Procedures.

## **18 Casual vacancies**

18.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

18.2 A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) fails to attend at least 75% of committee meetings in each period of 12 months.

## **19 Removal of member**

19.1 The association in general meeting may, by resolution, remove any member of the committee from the office of member before the expiration of the member's term of office, and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.

19.2 If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each voting member of the Association; or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 Committee meetings and quorum**

20.1 The committee must meet at least 10 times in each period of 12 months at such place and time as the committee may determine.

20.2 The executive must meet at least 6 times in each period of 12 months at such place and time as the executive may determine.

20.3 Additional meetings of the committee may be convened by the president or by any member of the committee.

20.4 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

20.5 Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.

20.6 Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- 20.7 Any 3 members of the executive constitute a quorum for the transaction of the business of a meeting of the executive.
- 20.8 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 20.9 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.10 At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president is to preside; or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting, is to preside.

## **21 Delegation by committee to sub-committee**

- 21.1 the committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function, which is a duty, imposed on the 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 the 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 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.
- 21.4 Despite any delegation under this rule, the 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 committee.
- 21.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A sub-committee may meet and adjourn, as it thinks proper.
- 21.8 Other duties of a sub-committee as specified in the association's Policy and Procedures.

## **22 Voting and decisions**

- 22.1 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 members of the committee or sub-committee present at the meeting.
- 22.2 Each committee member present at a meeting of the committee, or of any sub-committee appointed by the committee (including the person presiding at the meeting) shall be entitled to one 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 clause 20 (5), the committee may act, despite any vacancy on the committee.
- 22.4 Non-elected members may be invited to attend committee meetings but are not eligible to vote

- 22.5 Invited members/guests may attend committee meetings and leave when their part has concluded
- 22.6 No KPS paid members elected to the committee to be eligible to vote on issues in their area of responsibility at committee meetings
- 22.7 Stand-in committee members have full voting rights of the committee member they stand-in for
- 22.8 The Hospital Supervisor is required to attend committee and general meetings
- 22.9 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

**PART 4. General Meetings:**

**23 Annual general meetings – holding of:**

The association must hold its annual general meetings:

- (a) within 6 months after the close of the association’s financial year,  
or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

**24 Annual general meetings – calling of and business at**

- 24.1 The annual general meeting of the association is, subject to the act and to clause 23, to be convened on such date and at such a place and time as the committee thinks fit.
- 24.2 In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee, reports on the activities of the association during the last preceding financial year,
  - (c) to elect the office-bearers of the association and ordinary committee members,
  - (d) to receive and consider the statement which is required to be submitted to members under the Act.
- 24.3 An annual general meeting must be specified as such in the notice convening it.

**25 Ordinary general meeting**

An ordinary general meeting is a meeting held at regular intervals decided by the committee. At least four general meetings to be held each year.

**26 Special general meetings – calling of**

- 26.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 26.2 The committee shall, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- 26.3 A requisition of members for a special general meeting:
  - (a) shall state the purpose or purposes of the meeting; and
  - (b) shall be signed by the members making the requisition; and
  - (c) shall be lodged with the secretary; and

(d) may consist of several documents in a similar form, each page signed by one or more of the members making the requisition.

26.4 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting, to be held not later than 3 months after that date.

26.5 A special general meeting convened by a member or members as referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **27 Notice**

27.1 Except if 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 7 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or by e-mail to each member 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.

27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent by pre-paid post or by e-mail to each member appearing in the register of members, a notice specifying the place, date and time of the meeting to each member, specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

27.3 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 under clause 24 (2).

27.4 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.

## **28 Quorum for general meetings**

28.1 No item of business is to 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.

28.2 Ten members present in person or 10% of the membership whichever is the least (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.

28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved; and

(b) in any other case, shall stand adjourned to the same day in the following week, at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

28.4 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 at least 5) shall constitute a quorum.

## **29 Presiding member**

29.1 The president or, in the president's absence, the vice-president or treasurer is to preside as chairperson at each general meeting of the association.

29.2 If the president, vice-president and treasurer are absent or unwilling to act, the members present shall elect one of their numbers to preside as chairperson at the meeting.

### **30 Adjournment**

30.1 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 is to be transacted at an adjourned meeting, other than the business left unfinished at the meeting at which the adjournment took place.

30.2 If a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30.3 Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting, or of the business to be transacted at an adjourned meeting, is not required to be given.

### **31 Making of decisions**

A question arising at a general meeting of the association 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 chairperson that a resolution has, on a show of hands, been carried, or carried unanimously or carried by a particular majority, or lost, or an entry to that effect in the minute book of the association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### **32 Special resolution**

A special resolution may only be passed by the association:

- (a) if it is passed by a three-quarters majority of votes taken from local working members and working life members who vote in person or by postal ballot at a general meeting of which at least 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 Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in accordance with section 39 of the Act.

### **33 Voting**

For the purpose of this rule reference to a "member" shall be limited to a local working member and/or working life member.

33.1 On any question arising at a general meeting of the association, a member has one vote only.

33.2 All votes shall be given personally or by postal vote.

33.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

33.4 A member is not entitled to vote at any general meeting of the association, unless all money due and payable by the member to the association has been paid including the annual subscription payable in respect of the then current year.

33.5 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **34 Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

### **35 Postal ballots**

35.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

35.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **36 Auditor**

36.1 The auditor shall be appointed at the annual general meeting. the auditor shall examine all accounts, vouchers, receipts, books etc, and furnish a report thereon to the members at the annual general meeting. audits shall be conducted at regular intervals of not more than 12 months.

36.2 The auditor shall not be a member of the committee or related to a member of the committee.

36.3 Subject to subclause (4) hereof, notice of the intention to nominate an auditor to replace the current auditor, shall be given to the secretary at least 21 days before the annual general meeting. the secretary shall send a copy of the nominations to the current auditor at least 7 days before the annual general meeting. the current auditor shall be entitled to attend the annual general meeting, and if he so wishes, be heard at such annual general meeting.

36.4 Where the current auditor submits his resignation, or notifies the secretary of his intention not to seek re-appointment as auditor, subclause (3) hereof shall not apply.

### **37 Legal advisor**

37.1 A legal advisor may be appointed as required.

37.2 The legal advisor shall not be a member of the committee or related to a member of the committee.

### **38 Veterinarian**

A veterinarian advisor to the association shall be appointed at the annual general meeting.

## **PART 5. Miscellaneous**

### **39 Insurance**

The association shall effect and maintain insurance.

### **40 Funds – source**

40.1 The funds of the association are to be derived from annual subscriptions of members, donations, bequests, shop sales, fundraising and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

40.2 All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

40.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **41 Expenditure**

41.1 Expenditure of any items must follow the guidelines set down in the 'Expenditure Approval Guidelines' or as amended.

### **42 Funds – management**

42.1 Subject to any resolution passed by the association in a general meeting, the funds of the association are to be used in pursuance of the objects of the association, in such manner as the committee determines.

42.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee, or employees of the association, being members or employees authorised so to do by the committee.

### **43 Alteration of objectives and constitution**

43.1 This constitution may be altered, rescinded or added to only by a special resolution of the association.

43.2 The public officer or a committee member must notify the Director-General in writing of any such alteration, rescission or addition..

#### **44 Custody of books etc**

Except as otherwise provided by this constitution, the public officer shall keep, or have under his or her control, all records, books and other documents relating to the association in a secure place at the association's registered office.

#### **45 Inspection of books etc.**

The records, books and other documents other than register of members of the association shall be open to inspection, free of charge, by a member of the association during normal business hours, by prior appointment.

#### **46 Service of notices**

46.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by email, facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

46.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by email, facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **47 Financial year**

The financial year of the association commences on 1 April and ending on the following 31 March.

#### **48 Complaints**

The president, or some person delegated by the president, will handle complaints from both within the association and from outside of the association. Such complaints will be reported at the next committee meeting with recommendation for action. This person will set up a register of such complaints, in which also will be recorded results of any investigation and action taken.

#### **49 Dissolution**

49.1 The association may be dissolved if the association so resolves by special resolution.

49.2 The association shall be dissolved in the event of membership of less than 5 persons.

49.3 In the event of winding up of the association, any amount which remains after dissolution, or winding up, and the satisfaction of all debts and liabilities, shall be paid and applied to an organisation having similar objectives, and having been approved under section 78(1) (a) of the Income Tax Assessment Act.

## Postal Vote Form

I, \_\_\_\_\_  
 Print Full Name

of \_\_\_\_\_  
 Address

being an voting member of the Koala Preservation Society of NSW Inc. hereby direct my vote as indicated below at the Annual/Special/General Meeting of KPS to be held at the Koala Hospital, Macquarie Nature Reserve, Lord St. Port Macquarie (or other location) on (date) at (time) and at any adjournment of that meeting.

## Voting Directions

Please mark  to indicate your directions

Resolution	For	Against	Abstain
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing the chairperson not to vote on that item and your vote will not be counted in computing the required majority on a poll for that item.

Name of Member issuing this vote \_\_\_\_\_ Signed \_\_\_\_\_

Date \_\_\_\_\_

Received by the Secretary \_\_\_\_\_ Date \_\_\_\_\_

## PLEASE NOTE THAT:

1. A Postal Vote must be directed on how to vote. Non-directed votes will not be counted.
2. Postal Vote forms must be received by the Secretary NOT LATER THAN (date 7 days prior to meeting) to be included in the votes. Postal Vote forms received after this date will be strictly treated as if the reply from the member has not been received.