



**Friends of Ikara-Flinders Ranges  
National Park Inc.**

**CONSTITUTION**

## Index

Clause	Matter
1	The name of the association
2	Definitions
3	Objects of the association
4	Powers of the association
5	Membership
6	Subscriptions
7	Resignations
8	Expulsion of members
9	The committee
10	General meetings
11	Minutes
12	Dispute resolution
13	Financial reporting
14	Prohibition against securing profit for members
15	Winding up
16	Application of surplus assets
17	Constitution

## **1. NAME**

The name of the incorporated association is Friends of Ikara-Flinders Ranges National Park Incorporated referred to herein as “the association”.

## **2. DEFINITIONS**

“committee” means the committee of management of the association

“general meeting” means a general meeting of members of the association convened in accordance with this constitution

“member” means a financial member of the association

“group” means the collective members of Friends of Ikara-Flinders Ranges National Park Inc which is affiliated with Friends of Parks Inc.

“the Act” means the Associations Incorporation Act 1985

“special resolution” means a special resolution defined in the Act

“month” shall mean a calendar month

“Park” means the Ikara-Flinders Ranges National Park in South Australia

“constitution” means the constitution of this association

## **3. OBJECTS OF THE ASSOCIATION**

The objects of the association are to:

- (1) Foster an interest in the conservation and preservation of natural and heritage assets of the Park
- (2) Plan and implement projects intended to conserve and preserve natural and heritage assets of the Park
- (3) Organise and manage a Friends of Parks group specifically focused on the interest of the Park
- (4) Raise funds from any legal source to resource activities designed to further the objects of the association
- (5) Conduct research and field investigation to enable ongoing recording of people, places and events of historic interest relevant to the Park
- (6) To work in partnership with Park staff to further the interests of the Park

#### **4. POWERS OF THE ASSOCIATION**

- (1) Acquire, hold, deal with, and dispose of, any real or personal property
- (2) Administer any property on trust
- (3) Open and operate bank accounts
- (4) Appoint agents to transact any business of the association on its behalf
- (5) Enter into any contract it considers necessary or desirable
- (6) All powers conferred by Section 25 of the Act

#### **5. MEMBERSHIP**

The association will provide three types of membership:

##### ***(1) Ordinary Member***

Any person who supports the objects of the association and agrees to be bound by this constitution may apply for membership of the association. The application shall be made in writing and signed by the applicant. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall become a member of the association

##### ***(2) Supporter***

Any person or family or organisation supportive of the objects of the association and unable to participate in regular practical activities of the association located at the Park may apply to become a supporter of the association. The application shall be made in writing and signed by the applicant. Upon acceptance of the application by the committee and upon payment of the first annual subscription the applicant shall become a supporter member of the association

##### ***(3) Life Member***

The committee may confer Life Membership on an ordinary member or a supporter. Ordinary members may nominate a member or supporter for life membership at any time in writing to the committee. The committee will consider the special contribution of the nominee to the objects of the association and determine whether or not to confer life membership.

## **6. SUBSCRIPTIONS**

- (1) The subscription fees for each type of member shall be such sum as the members shall determine from time to time in an annual general meeting and detailed in the minutes of that annual general meeting.
- (2) The subscription fees shall be payable annually on January 1.
- (3) Any member whose subscription is outstanding for more than three months after the due date shall cease to be a member of the association provided that the committee may reinstate such a person's, family's or organisation's membership on such terms as it considers appropriate.
- (4) The Treasurer will maintain a register that records the name, postal address, telephone number, and email address of each financial member.

## **7. RESIGNATIONS**

A member may resign from the association by giving written notice to the secretary of the association. Any resigning member shall be liable for any outstanding subscriptions and must return within one month any items issued to them by the association or Park staff during their period of membership.

## **8. EXPULSION OF A MEMBER**

- (1) Subject to giving a member an opportunity to be heard or make a written submission, the committee may resolve to expel a member upon charge of misconduct detrimental to the interests of the association.
- (2) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- (3) The determination of the committee shall be communicated to the member in writing, and if the determination requires it the member shall cease to be a member 14 days after the determination has been communicated.
- (4) A member who is expelled may appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary of the association within 14 days of the committee determination being communicated to the member.
- (5) In the event of an appeal under Clause 8 (4) above the appellant's membership shall not be terminated unless the committee's determination is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association.

Membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## **9. THE COMMITTEE**

### ***(1) Powers and Duties***

- a. the affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by this constitution, 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 this constitution required to be done by the association in general meeting.
- b. the committee has the management and control of the funds and other property of the association.
- c. the committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which this constitution is silent.
- d. The committee shall appoint a public officer as required by the Act.

### ***(2) Appointment***

- a. the committee shall be comprised of a president, a vice-president, a secretary, a treasurer, and a member.
- b. a committee member shall be a natural person.
- c. normal members and life members of the association are eligible for appointment to the committee.
- d. committee members shall be elected at the annual general meeting for the period of one annual general meeting until the next annual general meeting and shall assume office at the close of the annual general meeting at which they are elected.
- e. a retiring committee member shall be eligible for re-election to the committee.
- f. nominations for appointment to the committee shall be made in writing to the secretary at least 28 days before the annual general meeting. The nomination shall be signed by the nominee, the proposer and the seconder.

- g. notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- h. nominations for any committee position for which no written nomination is received may be accepted verbally at the annual general meeting by the person chosen to conduct the election of committee members. Only members attending the meeting may be nominated.
- i. the committee may appoint a member to fill a casual vacancy, and that committee member shall hold office until the next annual general meeting.

### **(3) Proceedings**

- a. the committee shall meet together for the dispatch of business at least bi-monthly.
- b. questions arising at any meeting shall be determined by a majority of votes and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- c. a quorum of the committee shall be three members of the committee.
- d. a member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.

### **(4) Disqualification of committee member**

The office of a committee member shall become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under this constitution
- Permanently incapacitated by ill health
- Absent without apology for more than four meetings in a financial year
- Fails to renew membership by paying the required annual subscription

## **10. GENERAL MEETINGS**

### ***(1) Ordinary general meetings***

- a. the committee may call an ordinary general meeting no less than five times each calendar year for the purposes of information exchange between members and making decisions about operational matters of the group.
- b. an ordinary general meeting shall normally be held at a time and place to coincide with a scheduled group activity at the Park.

### ***(2) Annual general meetings***

- a. the committee shall call an annual general meeting in accordance with the Act and this constitution, to be held in February each year.
- b. the order of business at the annual general meeting shall be:
  1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  2. the consideration of the accounts and the auditor's report, and reports of the committee
  3. the election of committee members
  4. the appointment of an auditor
  5. any other business requiring consideration of the association in general meeting

### ***(3) Special general meeting***

- a. the committee may call a special general meeting of the association at any time
- b. upon the request in writing of not less than 10% of the total number of ordinary and life members of the association, the committee shall, within one month of the request, convene a special general meeting for the sole purpose specified in the request
- c. every request for a special general meeting shall be signed by the members requesting it and shall state the purpose of the meeting
- d. if a special general meeting is not convened within one month as required by clause 10. (2) c., the members who made the request may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee and the secretary shall provide the conveners with particulars of the members

entitled to receive a notice of meeting. A special general meeting convened in this way shall have no power to make a decision binding upon the association but shall present a written recommendation consistent with the purpose of the meeting, to the committee

**(4) Notice of general meetings**

- a. subject to the following sub-clause, at least 14 days notice of any general meeting shall be given to members. The notice shall state where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting
- c. a notice may be given by the association to any member by serving the member with the notice personally, by sending it by post to the address appearing in the register of members, or by emailing it to the address supplied by the member.
- d. where a notice is sent by post it shall be effected by properly addressing, pre-paying and posting an envelope containing the notice

**(5) Proceedings at general meetings**

- a. ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting
- b. if within 15 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall proceed and all resolutions and decisions shall be presented for ratification at a general meeting convened at the same place on the next scheduled group activity at the Park. The delay shall not interfere with the committee's responsibility for managing the affairs of the association.
- c. if within 15 minutes after the time appointed for a meeting convened at the request of members, a quorum is not present, the meeting shall lapse
- d. the president shall chair a general meeting of the association
- e. if the president is not present within 5 minutes after the time appointed for the meeting, or if being present declines to take the chair or retires from the chair, the vice-president shall chair that meeting. In the absence of the vice-president the members may choose a committee member to chair the meeting.

### **(6) Voting at general meetings**

- a. subject to this constitution, every ordinary member and life member has only one vote at a meeting of the association.
- b. a question for decision at a general meeting, other than special resolution, must be determined by a majority of members who vote in person, or where proxies are allowed, by proxy at that meeting.
- c. unless a poll is demanded by at least 5 members being ordinary or life members, a question for decision at a general meeting must be determined by a show of hands.
- d. when voting on a question for decision results in equal votes in favour and against, the question shall be deemed to be lost. The president or alternate chair of the meeting may decide to allow the question to be further debated at that meeting or adjourned to a subsequent meeting.

### **(7) Poll at general meetings**

- a. If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the person chairing the meeting, and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### **(8) Special and ordinary resolutions**

- a. A special resolution may be proposed under this constitution by the committee or not less than 10% of members. The special resolution shall be passed at the meeting convened to consider it, by a majority of not less than three quarters of the full membership of the association who are entitled to vote at association meetings.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting

### **(9) Proxies**

Before the opening of any general meeting of the association a member shall be entitled to appoint in writing a member of the association to be their proxy, and attend and vote at that general meeting

## **11. MINUTES**

- a. proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for that purpose
- b. the minutes kept pursuant to this clause must be confirmed by the members of the association or the members of the committee, as relevant, at the subsequent meeting
- c. the minutes kept pursuant to this clause shall be signed by the officer chairing the meeting at which the minutes are confirmed
- d. where minutes are entered and confirmed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that the proceedings held at the meeting shall be deemed to have been duly held, and that all decisions and appointments made at the meeting shall be deemed to be valid

## **12. DISPUTE RESOLUTION**

Any dispute between a member and another member, or between a member and the association shall be adjudicated by the committee in accordance with dispute resolution procedures provided in the Act

## **13. FINANCIAL REPORTING**

### ***(1) Financial year.***

The financial year of the association shall be a period of 12 months commencing January 1 and ending on December 31 of each year.

### ***(2) Accounts to be kept***

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### ***(3) Accounts and reports to be laid before members***

The progressive monthly accounts shall be presented at each meeting of the committee. The accounts together with the auditor's report, the committee's statement and the committee's report shall be laid before members at the annual general meeting.

### ***(4) Appointment of auditor***

- a. At each annual general meeting the members shall appoint a suitably qualified person to be auditor of the association.

- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting the committee shall appoint an auditor for the current financial year.

#### **14. PROHIBITION FOR SECURING PROFITS FOR MEMBERS**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

#### **15. WINDING UP**

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

#### **16. APPLICATION OF SURPLUS ASSETS**

- a. if after winding up of the association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to an organisation which has similar objects and has rules which prohibit the distribution of its assets and income to members.
- b. such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

#### **17. CONSTITUTION**

The clauses in this constitution may be altered by special resolution of the members of the association. This includes rescission or replacement by substitute clauses.

The alteration shall be registered with Consumer and Business Affairs, Corporate Affairs Commission as required by the Act.

This registered constitution shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.