



ABSA
AUSTRALIAN BIRD STUDY ASSOCIATION Inc.

CONSTITUTION

OF THE

**AUSTRALIAN BIRD STUDY
ASSOCIATION INCORPORATED**

(March 2013)

CONSTITUTION OF THE AUSTRALIAN BIRD STUDY ASSOCIATION INCORPORATED

PART I

NAME, OBJECTIVES AND INTERPRETATION

1. (1) **Name:** The name of the Organisation shall be the Australian Bird Study Association Incorporated hereafter referred to as the Association.

(2) **Objectives:**

(1) The objectives of the Association shall be to support, encourage and promote the study of Australian birds and to contribute to their conservation;

(2) A gift fund called *Australian Bird Study Association Fund for Avian Research* is to be established and maintained in accordance with Subsection 78(4) of the *Income Tax Assessment Act 1936* for the specific purpose of assisting with the publication of information, the provision of education or the carrying on of research into various aspects of the avifauna of Australia.

(3) **Interpretation:** In this Constitution except in so far as the context or subject matter otherwise indicates or requires

"ordinary member" means a member who is not an office bearer of the Association, as referred to in clause 13(2)

"special general meeting" means a general meeting of the Association other than the annual general meeting

"the Act" means the Associations Incorporations Act, 2009.

PART II

MEMBERSHIP

Membership qualifications

2. A person is qualified to be a member of the Association if that person supports the objectives of the Association.

Membership application

3. (1) Application for membership shall be made in writing, signed by the applicant, and shall be on such form and contain such information as the Committee of Management from time to time prescribes and shall be lodged with the secretary, or where accompanied by a subscription, with the treasurer.

(2) (1) Classes of membership:

Ordinary Membership
Concessional Membership (persons under the age of 18 years,
students and retirees)
Honorary Life Membership
Family / Household Membership (one journal to one address)
Corporate Membership

(2) Where two (2) members of a family as defined by Common Law or two persons residing together in the same household wish to be members but receive one copy of the journal and other Association publications, they are eligible for family/household membership and each shall retain their individual voting rights.

(3) Bodies corporate (including incorporated associations), co-operative societies, unincorporated associations, or trusts established by deed or will whose constitution supports the objectives of the Association are eligible for corporate membership and shall have one (1) vote which must be lodged by the designated proxy of the controlling body or public officer of the organisation.

(3) As soon as practicable after an application has been received by the secretary or treasurer, the application shall be referred to the Committee which shall determine whether to approve or reject the application.

(4) Where the Committee determines to approve the application for membership which was accompanied by a subscription in full, the applicant shall be notified of that approval for the current subscription year by despatch of notices of meetings, newsletters and Journal. If the application for membership was not accompanied by a subscription in full, the applicant shall be notified of that approval by the secretary who shall request the applicant to pay within 28 days after receipt of the acceptance the sum payable under these rules by a member as annual subscription.

(5) The secretary shall, on payment by the applicant of the amount referred in clause 3(4), cause the applicant's name to be entered in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

Cessation of membership

4. A person ceases to be a member of the Association if the person -

- (a) dies;
- (b) resigns membership; or
- (c) becomes unfinancial; or
- (d) is expelled from the Association.

Membership entitlements not transferable

5. 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 upon cessation of the person's membership.

Resignation of membership

6. (1) A member of the Association is not entitled to resign membership except in accordance with this rule.
- (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 notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Association ceases to be a member pursuant to clause 6(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.

Register of members

7. (1) The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

Subscriptions

8. (1) The annual subscription for membership will be decided from time to time by resolution of the Committee.
- (2) A member whose annual subscription has not been received within 6 months of its becoming due shall cease to be a member.
- (3) The financial year of the Association shall be from 1st October to 30th September, unless otherwise decided by the Committee. The membership year shall be from 1st January to 31st December

Members' liabilities

9. 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.

Disciplining of members

10. The Association has no rules for the disciplining of members.

Right of appeal of disciplined member

11. The Association has no rules for the right of appeal of disciplined members.

PART III

THE COMMITTEE

Powers, etc., of Committee

12. The Association's Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulations and this Constitution and to any resolution passed by the Association in general meeting -

- (1) shall control and manage the affairs of the Association;
- (2) may exercise all such functions as may be exercised by the Association other than those functions that is required by this Constitution to be exercised by a general meeting of members of the Association; and
- (3) 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.

Constitution and membership

13. (1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee shall consist of -

- (a) the office-bearers of the Association; and
- (b) Eight (8) ordinary members,

each of whom shall be elected at the annual general meeting of the Association pursuant to clause 14.

(2) the office-bearers of the Association shall be -

- (a) the president
- (b) the vice-president
- (c) the past president
- (d) the treasurer
- (e) the secretary
- (f) editor of *Corella*

(3) Each member of the Committee shall, 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.

(4) 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 shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of appointment.

Election of Committee members

14. (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee -

- (1) 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 nomination); and

(2) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(3) the position of past president is appointed and shall be the last different person to hold the duly elected position of president of the Association subject to confirmation at the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting to fill the remaining vacancies.

(3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

(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.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(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 Committee may direct.

Secretary

15. (1) The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the secretary to keep minutes of -

(1) all appointments of office-bearers and members of the Committee;

(2) the names of members of the Committee present at a Committee meeting or a general meeting; and

(3) all proceedings at Committee meetings and general meetings.

(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.

Treasurer

16. It is the duty of the treasurer of the Association to ensure that -

1) all money due to the Association is collected and received and that all payments authorised by the Association are made; and

(2) 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.

Casual vacancies

17. For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member -

(a) dies;

- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under clause 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

Removal of member

18. (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.
- (2) Where a member of the Committee to whom a proposed resolution referred to in clause 18(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 member of the Association or, if they 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.

Meetings and quorum

19. (1) The Committee shall meet at least four(4) times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president, or by the secretary at the request of any 2 members of the Committee.
- (3) Oral, email or written notice of a meeting of the Committee shall be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 19(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. A quorum for a Committee meeting may include up to two members taking part by telephone or over the internet.
- (6) No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week or a place and time as maydetermined and advised to all Committee members. With the unanimous approval of the members present, the period

of waiting may be extended to one hour, if the members present learn that another member will arrive within one hour of the appointed time and so complete a quorum.

(7) 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.

(8) At a meeting of the Committee -

(1) the president or, in the president's absence, the vice-president shall preside; or

(2) 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 shall preside.

Delegation by Committee to sub-committee

20. (1) The Committee may, by resolution, 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 -

(1) this power of delegation; and

(2) a function which is a duty imposed on the Committee by the Act or by any other law.

(2) A function of the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made 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.

(4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

(6) The Committee may, by resolution, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

21. (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.

(2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 19(5), the Committee may act notwithstanding any vacancy on the Committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART IV

GENERAL MEETINGS

Annual general meetings - holding of

22. (1) With the exception of the first annual general meeting of the Association, the Association as incorporated shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

(2) The Association shall hold its first annual general meeting after incorporation -

(1) within the period of 18 months after its incorporation under the Act; and

(2) within the period of 2 months after the expiration of the first financial year of the Association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

Annual general meetings - calling of and business at

23. (1) The annual general meeting of the Association shall, subject to the Act and to clause 22, be convened on such date and at such place and time as the Committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -

(1) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(2) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;

(3) to elect office-bearers of the Association and ordinary members of the Committee; and

(4) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

Special general meetings - calling of

24. (1) The Committee may whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting -
- (1) shall state the purpose or purposes of the meeting;
 - (2) shall be signed by the members making the requisitions;
 - (3) shall be lodged with the secretary; and
 - (4) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after the 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.
- (5) A special general meeting convened by a member or members as referred to in clause 24(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 thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

Notice

25. (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 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 25(1) specifying, in addition to the matter required under clause 25(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 23(2).
- (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.

Procedure

26. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person or 5% of the registered membership whichever is the lesser (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.
- (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 6) shall constitute a quorum.

Presiding member

27. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

28. (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 other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (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.

Making of decisions

29. (1) 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.

(2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

(3) Where a poll is demanded at a general meeting, the poll shall be taken -

(1) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(2) 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 the resolution of the meeting on that matter.

Special resolution

30. A resolution of the Association is a special resolution if -

(1) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or

(2) where it is made to appear to the Association that it is not possible or practicable for the resolution to be passed in the manner specified in clause 30(1) - the resolution is passed in a manner specified by the Commission.

Voting

31. (1) Upon any question arising at a general meeting of the Association a member has one vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

(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.

(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, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

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

(2) The notice appointing the proxy shall be in the form set out in Appendix 1 to this Constitution.

PART V

MISCELLANEOUS

Insurance

33. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause 33(1), the Association may effect and maintain other insurance.

Funds - source

34. (1) The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (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.
- (3) The Association shall, where requested, issue an appropriate receipt as soon as practicable after receiving any money.

Funds and Property - management

35. (1) (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) The Association reserves the right to allocate funds or property in accordance with the objectives established by this Constitution. Such allocations may not be influenced by the preferences expressed or implied by the donor.
- (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 to do so by the Committee.
- (3) The income and property of the Association whensoever derived shall be applied solely to the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for services actually rendered to the Association or reasonable and proper rent for premises let by any member of the Association.
- (4) The Association shall not be dissolved except at a General Meeting of the Association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon winding up or dissolution of the Association there remains after the satisfaction of all 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 some other institution or institutions having objects similar or in part similar to the objects of the Association and which is eligible to receive tax deductible gifts under item 6.1.1 of table 6 subsection 78(4) of the *Income Tax Assessment Act 1936* and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Association at or before the time

of its dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.

(5) If at any time in the opinion of the Committee it is desirable to appoint trustees to hold the property of the Association or any part thereof, the Committee may appoint three members as trustees accordingly. So much of the property of the Association as the Committee directs shall then be vested in the trustees, to be dealt with by them as the Committee from time to time directs.

Alteration of objectives and Constitution

36. The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

Common seal

37. (1) The common seal of the Association shall be kept in the custody of the public officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or secretary.

Custody of books, etc.

38. Except as otherwise provided by this Constitution, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Inspection of books, etc.

39. 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.

Service of notices

40. (1) For the purpose of this Constitution, 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 member's address shown in the register of members, or by email to the last email address notified to the Association by the member.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. If a document or notice is sent to a person by email, it shall, unless the contrary is proved, be deemed to have been served on the member 72 hours after the time of sending.

Publications

41. The Association shall publish a journal to be known as *Corella*. This journal shall be devoted to the objects of the Association. Issues shall be made quarterly at the least or otherwise at the direction of the Committee and, subject thereto, the Editor shall prepare and supervise the publication of such a magazine. Copies shall be forwarded by mail to the mailing address of members, or made available electronically forthwith upon publication.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, _____ of _____
(full name) (address)
being a member of Australian Bird Study Association Incorporated hereby appoint
_____ of _____
(full name of proxy) (address)
being a member of that incorporated 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, as the case may be) to be held on the _____ day of _____, 19__ and
at any adjournment of that meeting.

Signature of member appointing proxy

Date _____

NOTE

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