



ABN 64 464 942 343

Revised Oct 2017

CONSTITUTION OF THE NEW SOUTH WALES BIRD ATLASERS INC.

1. NAME:

The name of the Association shall be New South Wales Bird Atlassers Inc. (referred to in this Constitution as "the Association")

2. OBJECTS:

The objects of the Association shall be:

- 2.1 To determine, and then monitor on a continuing basis, the breeding and non-breeding distribution of Australian birds in New South Wales and the Australian Capital Territory;
- 2.2 To establish and maintain a suitable database to contain records of the distribution of Australian birds reported in New South Wales and the Australian Capital Territory;
- 2.3 To take whatever actions considered appropriate to protect and enhance the natural environment, and in particular to preserve and protect native birds and their habitats in New South Wales and the Australian Capital Territory;
- 2.4 To print, publish and distribute any magazines, pamphlets, periodicals, books, leaflets, photos, films, audio tapes, videos, or other material which the Association may think desirable for the promotion and/or achievement of its objects;
- 2.5 To buy, sell, mortgage, borrow or lend monies with or without security, lease, and otherwise acquire and deal with property whether real or personal;
- 2.6 To employ and engage staff and advisers or consultants, inclusive of all necessary powers to hire, dismiss, pay and insure, and all other normal matters in respect of the relationship between employer and employee;

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- 2.7 To take, accept, or reject any gift whether subject to any special trust or not for all or any of the objects of the Association;
- 2.8 To invest any monies of the Association not immediately required for any of its objects in such manner as may be from time to time determined;
- 2.9 To apply the profits (if any) or other income of the Association for the promotion of the above objects without payment of any dividend to the members of the Association;
- 2.10 To study, record and promote an interest in, awareness and understanding of Australian birds in New South Wales;
- 2.11 To set up a gift fund under the Constitution the New South Wales Bird Atlassers Inc. for the specific purpose of protecting and enhancing the natural environment and in particular, preserving and protecting native birds and their habitats in New South Wales and the Australian Capital Territory. The New South Wales Bird Atlassers Inc. Public Fund must comply with item 6.1.1 of subsection 30 - 55 (1) of the "Income Tax Assessment Act 1977"; and
- 2.12 To do all such other lawful things as are incidental or conducive to the attainment of the above objectives or which further the above objectives.

3. MEMBERSHIP:

- 3.1 Subject to this Constitution the members of the Association shall be comprised of the members of the Association immediately prior to incorporation together with such other people and organisations as the Committee admits.
- 3.2 Membership is open to all individuals and organisations who accept the objects and Constitution of the Association.
- 3.3 The entitlements of organisations which become members shall be identical to the entitlements of any individual member, however each organisation may nominate one member to represent it.
- 3.4 Individuals and organisations wishing to become members of the Association shall apply to the Membership Officer for membership.
- 3.5 The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.

- 3.6 Members shall pay such fees as are determined by the Committee from time to time.
- 3.7 A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- 3.8 Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three months of the due date.
- 3.9 Membership fees shall fall due on the first day of each calendar year. The financial year of the Association shall run from July 1 to June 30, or such other period as is determined by the Committee.
- 3.10 Any financial member who has rendered long or meritorious service to the Association may on account of service or for any other commendable reason be elected at any General Meeting an Honorary Life Member of the Association provided the Committee has recommended such nomination.

4. MEMBERS' LIABILITY:

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. DISCIPLINING OF MEMBERS:

5.1 Where the Committee is of the opinion that a member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Committee may, by resolution:

- (a) expel the member from the Association; or
- (b) suspend the member from membership of the Association for a specified period.

- 5.2 The procedure for expulsion or suspension of members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing them membership, their expulsion from membership or other disciplinary action taken against them, may do so at the next General Meeting of the Association.

6. MANAGEMENT BY COMMITTEE:

- 6.1 The Association shall have its affairs controlled and managed by the Office Bearers and other members known as the Committee.
- 6.2 (A) The Office Bearers shall consist of:
- (i) Co-ordinator
 - (ii) Secretary
 - (iii) Treasurer
 - (iv) Newsletter Editor
 - (v) Membership Officer
- (B) The Committee may co-opt up to nine (9) other members as members of the Committee.
- 6.3 The Office Bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- 6.4 Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- 6.5 There is no maximum number of consecutive terms for which a Committee member may hold office. Retiring Committee members are eligible for re-election.
- 6.6 The Committee shall meet as often as necessary to conduct the business of the Association.
- 6.7 The quorum for meetings of the Committee shall be five (5).
- 6.8 Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide.

- 6.9 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
 - (c) Is or 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 5, or
 - (f) Becomes a mentally incapacitated person, or
 - (g) Is absent without the consent of the Committee from three (3) consecutive meetings of the Committee, or
 - (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - (i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
- 6.10 (a) The Committee may function validly provided its number is not reduced below the quorum.
- (b) If within half an hour after the time for a meeting a quorum is not present the meeting stands adjourned to a time, day and place specified at the time of adjournment by the person presiding at the meeting.
 - (c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
 - (d) Should Committee numbers fall below the quorum, the remaining Committee members may act only to appoint new Committee members.
- 6.11 (a) 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:
- (i) This power of delegation; and
 - (ii) A function which is duly imposed on the Committee by the Act or any other law.

- (b) A function the exercise of which has been delegated to a Sub-committee under this Constitution may, while the delegation remains unrevoked, be exercised from time to time by the Sub-committee in accordance with the terms of the delegation.
- (c) 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.
- (d) Notwithstanding any delegation under this Constitution, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a Sub-committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Constitution.
- (g) A Sub-committee may meet and adjourn as it thinks proper.

6.12 Questions arising at any meeting of the Committee or any Sub-committee shall be decided by the majority of votes of those present. In case of an equality of votes, the person appointed to chair the meeting shall have a second or casting vote.

6A. USE OF TECHNOLOGY IN RELATION TO COMMITTEE MEETINGS:

- (a) A Committee or any Sub-committee meeting may be held at two (2) or more venues using any technology approved by the Committee which gives each of the members of the Committee or Sub-committee a reasonable opportunity to participate.
- (b) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (c) For the purpose of subclause 6A (b), a vote by a Committee member or a Sub-committee member must be lodged with the Secretary or, if the Secretary is not present, the meeting convenor, in electronic form specified at a specified address.
- (d) A question arising at a Committee or sub-committee meeting held in accordance with subclause 6A (a) shall be determined by a majority of votes lodged in the approved electronic manner.

7. GENERAL MEETINGS:

- 7.1 An Annual General Meeting of the Association shall be held each year within six (6) months from the end of the financial year of the Association.
- 7.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must be convened by the Committee within three (3) months of receiving a written request from five (5) per cent of the membership of the Association.
- 7.3 At least fourteen (14) days notice of all general meetings shall be given to members. In the case of General Meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least twenty one (21) days before the meeting.
- 7.4 Notice of a General Meeting or Special General Meeting, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted including where appropriate details of any proposed special resolution in accordance with section 9.2 of this Constitution, shall be sent by the Secretary or Newsletter Editor to each member.
- 7.5 For the purpose of this Constitution, a notice may be served 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 facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving notice.
- 7.6 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 facsimile transmission or some other form of electronic transmission, on the date it was sent, if the machine from which the transmission was sent produces a report indicating that the notice was sent on that date, or a later date.

- 7.7 In the case of the Annual General Meeting, the following business shall be transacted:
- (a) Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meetings;
 - (b) Receipt of the Committee's report upon the activities of the Association in the last financial year;
 - (c) Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:
 - (i) Income and expenditure;
 - (ii) Assets and liabilities;
 - (iii) Mortgages, charges and other securities; and
 - (iv) Trust properties.
- 7.8 (a) 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.
- (b) The quorum for a General Meeting shall be five (5) members present in person.
- (c) 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 the meeting stands adjourned to a time, day and place specified at the time of the adjournment by the person presiding at the meeting.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the members present [being not less than three (3)] shall constitute a quorum.
- 7.9 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.
- 7.10 All votes shall be given personally and there will be no voting by proxy.
- 7.11 In the case of equality of votes, the person appointed to chair the General Meeting shall have a second or casting vote.

- 7.12 Nominations of candidates for election of Office Bearers or other Committee members may be made at the Annual General meeting or in such other ways as may be determined by the Association at a General meeting.

8. OFFICE BEARERS:

- 8.1 The Co-ordinator or, in the Co-ordinator's absence, another Office Bearer shall chair each General Meeting of the Association
- 8.2 If the Co-ordinator and all other Office Bearers are absent from the meeting or unwilling to act, the members present shall elect one of their number to chair the meeting.
- 8.3 (a) The Secretary shall keep records of the business of the Association including the Constitution, register of members, minutes of all General Meetings and Committee Meetings and a file of correspondence.
- (b) 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.
- 8.4 The Treasurer shall ensure all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque authorised by the Committee. Major or unusual expenditure shall be authorised in advance by the Committee or a General Meeting.
- 8.5 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records, which shall be available for inspection by any member at any reasonable hour and free of charge, shall be held in the custody of the Treasurer.

9. SPECIAL RESOLUTIONS:

- 9.1 A Special Resolution must be passed by a General Meeting of the Association to effect the following changes:
- (i) A change of the Association's name;
 - (ii) A change of the Association's Constitution;
 - (iii) A change of the Association's objects;
 - (iv) An amalgamation with another Incorporated Association;
 - (v) To voluntarily wind up the Association and distribute its property;
 - (vi) To apply for registration as a Company or a Co-operative.
- 9.2 A resolution is passed by an Association as a Special Resolution:

- (a) At a meeting of the Association of which notice has been given to its members no later than twenty one (21) days before the date on which meeting is held, or
- (b) In a postal ballot conducted by the Association, or
- (c) In such other manner as the Director-General of NSW Fair Trading may direct, if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's Constitution, are entitled to vote on the proposed resolution.

- 9.3 A notice referred to in subsection 9.2 (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a Special Resolution.
- 9.4 A postal ballot referred to in subsection 9.2 (b) may only be conducted in relation to resolutions of a kind that the Association's Constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with NSW Fair Trading regulations.
- 9.5 A direction under subsection 9.2 (c) may not be given unless the Director-General of NSW Fair Trading is satisfied that, in the circumstances, it is impractical to require votes to be cast in the manner provided by subsection 9.2 (a) or (b).

10. PUBLIC OFFICER:

- 10.1 The Committee shall ensure that a person is appointed as Public Officer.
- 10.2 The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 10.3 The Committee may at any time remove the Public Officer and appoint a new Public Officer.
- 10.4 The Public Officer shall be deemed to have vacated their position in the following circumstances:
- (i) death
 - (ii) resignation
 - (iii) removal by the Committee or at a General meeting
 - (iv) bankruptcy, financial insolvency, or mental illness.
- 10.5 When a vacancy occurs in the position of Public Officer, the Committee shall within fourteen (14) days notify the Director-General of NSW Fair Trading by the prescribed form and appoint a new Public Officer.

- 10.6 The Public Officer is required to notify the Director-General of NSW Fair Trading by the prescribed form in the following circumstances:
- (a) appointment within fourteen (14) days;
 - (b) a change of residential address within fourteen (14) days;
 - (c) a change in the Association's objects or constitution within one (1) month;
 - (d) a change in the membership of the Committee within fourteen (14) days;
 - (e) of the Association's financial affairs within one (1) month after the Annual General Meeting; and
 - (f) a change in the Association's name within one (1) month.
- 10.7 The Public Officer may be an Office Bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

11. MISCELLANEOUS:

- 11.1 The Association shall effect and maintain insurance as is required under the Association Incorporation Act 2009 together with any other insurance which may be required by law or regarded as necessary by the Association.
- 11.2 The funds of the Association shall be derived from the fees of members, donations, grants and other sources approved by the Association.
- 11.3 (a) 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.
- (b) All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- 11.4 The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.

- 11.5 (a) Subject to the Act and Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for profit or gain of its individual members.
- (b) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.
- 11.6 Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two (2) members of the Committee.

Adopted October 2017

ASSOCIATIONS INCORPORATION ACT 1984

Section 10 (1)

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

CERTIFICATE OF INCORPORATION

Registered No: Y 03365-41

This is to certify that NEW SOUTH WALES BIRD ATLASERS' INCORPORATED

is on and from the TWENTY-FIRST day of JANUARY 1988

incorporated under the ASSOCIATIONS INCORPORATION ACT, 1984.

Given under the seal of the Corporate Affairs Commission at Sydney.

This TWENTY-FIRST day of JANUARY 1988.



Devenst
A person authorised by the
Corporate Affairs Commission of New South Wales