



FAUNA RESCUE OF SOUTH AUSTRALIA INCORPORATED CONSTITUTION

Amended 14th March, 2023

To be read in conjunction with the
Bylaws

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1. NAME

The name of the Association is **Fauna Rescue of South Australia Incorporated** ("the Association").

2. OBJECTIVES

The objectives of the Association are:

- 2.1 to support the rescue, rehabilitation, preservation and/or release of native wildlife.
- 2.2 to contribute to the prevention of undue suffering to all wildlife;
- 2.3 to provide information and training to members and the community regarding the care and welfare of native wildlife;
- 2.4 to assist in the release of rehabilitated native fauna back into the wild from whence they came whenever appropriate.
- 2.5 to do all such other things incidental to the attainment of the objectives of the Association.

3. DEFINITIONS

For the purpose of this Constitution:

- (a) **Act** means the Associations Incorporation Act, 1985;
- (b) **Active member** means a member who has been in an active role within the organisation for at least three (3) months including, but not limited to, carers, rescuers, phone operators and administration;
- (c) **Annual General Meeting (AGM)** means the annual meeting of all members of the Association to address general business and elect new committee members;
- (d) **Association** means Fauna Rescue of South Australia Incorporated;
- (e) **Auditor** means any person appointed for the time being to perform the duties of an auditor of the Association;
- (f) **Bankrupt** means any person deemed insolvent under administration (Part 4, Division 1, Section 30(1) of the Act);
- (g) **Concession** for the purpose of single or family membership means a reduced rate for those members that possess a Centrelink issued concession card;
- (h) **Constitution** means the Constitution of the Association as constituted by this document and any resolutions of the Association modifying, repealing or replacing this document;
- (i) **Environmental Objectives** for the purpose of section 16.2(c) are the same as the Objectives of the Association in section 2;
- (j) **Family** for the purpose of family membership means members living at the same address with a maximum of 2 adults and any children under the age of eighteen (18);
- (k) **Financial Year** means the period of 12 months beginning on 1 April of any year and ending on 31 March of the succeeding year;
- (l) **Gift Fund** means the public fund established under section 16;
- (m) **Independent Chair** means a person appointed in accordance with section 8.2;

- (n) **Member** means a person who is a financial, complementary, or honorary member of Fauna Rescue of SA Inc, and whose name is entered in the Register as a member of the Association;
- (o) **Notice** means any formal written notice which is legally required between the Association and its Members (e.g. Notice of meetings, etc.);
- (p) **Objectives** means the objectives of the Association as set out in section 2;
- (q) **Register** means the register of Members to be kept pursuant to the Act;
- (r) **Special General Meeting (SGM)** means a meeting of members called to address specific business which should not wait until the Annual General Meeting;
- (s) **Tax Act** means the Income Tax Assessment Act 1997, as amended from time to time.

4. POWERS

- 4.1 in addition to all the powers conferred by Section 25 of the Associations Incorporation Act, 1985 the Association has all the following powers;
- 4.2 to solicit, receive and accept donations, subscriptions, endowments, gifts, grants and loans of money or any other property.

5. MEMBERSHIP

- 5.1 Members are persons or organisations who have:
 - (a) agreed to accept the objectives of the Association and agreed to be bound by its rules; and
 - (b) paid the prescribed membership fee for:
 - (i) single or concession single
 - (ii) family or concession family
(Note: children less than eighteen (18) years are welcome to join but must do so with a supporting parent/guardian as family membership
 - (iii) student (over eighteen (18) years of age)
 - (iv) organisation; and
 - (c) applied in writing on the prescribed form for membership; and
 - (d) been accepted by the membership officer unless overridden by the majority at the next committee meeting.
- 5.2 the Committee has the discretion to accept or refuse an applicant for membership which said discretion cannot be challenged.
- 5.3 an Organisation Member (ie) business/company/etc, may appoint a representative who may speak and vote on its behalf and be subject to the same constitutional rules and regulations as a member.
- 5.4 Honorary membership may be granted for a determined period of time, to whomsoever is deemed appropriate by the Committee. Honorary memberships are to be reviewed annually.
- 5.5 A person shall cease to be a member of the Association if:
 - (a) they submit a written resignation of membership to the Committee;
 - (b) they fail to pay their annual membership subscription within thirty (30) days of it becoming due

- and payable;
(c) they are expelled in accordance with section 6 (Discipline or Expulsion of a Member).

5.6 The registered rules 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 provisions thereof.

6. DISCIPLINE OR EXPULSION OF A MEMBER

- 6.1 The Committee may resolve to expel, suspend, or warn a member if, in the opinion of the Committee, the member has engaged in conduct detrimental to the interests of the association or in conduct that could be considered to bringing the reputation of the Association into disrepute (“the Complaint”).
- 6.2 Particulars of a Complaint must be communicated to the member at least fourteen (14) days before the meeting of the Committee at which the Complaint will be determined (“the Written Notice”).
- 6.3 The Written Notice shall provide for the relevant member to be given an opportunity to provide written submissions in relation to the Complaint. The relevant member is required to provide their written submissions by no later than one (1) day prior to the meeting at which the Complaint will be determined. At the discretion of the Committee, which said discretion cannot be challenged, the relevant member may be given an opportunity to provide verbal submissions in relation to the Complaint.
- 6.4 The determination of the Committee must be communicated to the member in writing within five (5) business days and in the event of a determination to expel the member, the member must cease to be a member immediately.
- 6.5 The determination of the Committee is final.
- 6.6 Where a committee member has been removed for failure to perform their committee duties in a proper and acceptable manner (section 7.10 (g)), the committee member may appeal to the association in a general meeting against the removal. The intention to appeal must be communicated to the Secretary or Public Officer of the Association within fourteen (14) days after the determination of the Committee has been communicated to the committee member.

7. COMMITTEE

- 7.1 Management is vested in the Committee of nine (9) members who must be at least eighteen (18) years of age, have been members of the association for at least twelve (12) months immediately prior to nomination and have been active members for at least three (3) months.
- 7.2 The term of office of a member elected to the Committee shall be three (3) years but shall be eligible for re-election at Annual General Meeting, unless they cease to hold office pursuant to Section 7.11.
- 7.3 It is anticipated that three (3) committee members will reach the end of their term every year.
- 7.4 Office Bearers and committee positions will be decided by the Committee at their first meeting held after the AGM.
- 7.5 The Committee must at its first meeting following the AGM elect from its members the administrative positions as listed in the ByLaws.

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- 7.6 The Committee must meet not less than ten (10) times a year. The Committee may, subject to this constitution, determine its own procedures. For the purposes of this constitution a meeting may also occur by electronic means.
- 7.7 A quorum for a committee meeting is at least half the number of the current committee members (rounded up to the nearest whole number). For the avoidance of doubt, in the event there are five (5) current committee members then the number of committee members required for quorum would be three (3).
- 7.8 Meetings may be called by either the Chairperson and Secretary or three (3) committee members.
- 7.9 Notice of committee meetings must be given at the previous committee meeting or by seven (7) days written/electronic notice distributed to all committee members. In an emergency, notice of committee meetings may be given with such notice and by such means as subsequently ratified by the Committee.
- 7.10 A committee member ceases to hold office upon:
- (a) the presentation of written resignation to the secretary at the next committee meeting.
 - (b) ceasing to be a member of the Association
 - (c) being absent from three committee meetings without satisfactory explanation.
 - (d) preclusion by the Associations Incorporation Act
 - (e) becoming bankrupt.
 - (f) being permanently incapacitated by ill-health
 - (g) subject to giving the committee member an opportunity to be heard and/or to make submissions, the Committee may, by majority vote, censure or remove a committee member from their position for failure to perform the committee duties in a proper and acceptable manner.
- 7.11 Where a committee member is removed for failure to perform committee duties in a proper and acceptable manner (Section 7.10(g)), and any appeal under Section 6.6 is unsuccessful, such committee member will be ineligible to re-nominate for committee for a period of 3 years from the date of their removal.
- 7.12 The Committee may appoint an Executive panel of the Chairperson, the Assistant Chairperson, plus two (2) other committee members who may decide on urgent matters which must be dealt with quickly. These decisions must be ratified at the next committee meeting.
- 7.13 The Committee may form sub-committees for specific purposes and may delegate any of its powers to the sub-committee. A member of a sub-committee does not need to be a member of the Committee but must be a member of the Association. Sub-committees must report back to the main committee regularly. A quorum for all subcommittees (excluding the admin panel sub-committee) is half the number of sub-committee members (rounded up to the nearest whole number).
- 7.14 Decisions made by sub-committees must be ratified by the main Committee.
- 7.15 The Committee will appoint coordinators from time to time to coordinate rescue, rehabilitation and release of wildlife. Coordinators shall be responsible to the Committee.
- 7.16 Members of the Committee must declare their membership of other similar organisations and, as a committee member, always place the interests of the Association as the first priority. 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 matter. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

- 7.17 The Committee remains valid and operational provided no less than five (5) members remain on the Committee. In the event a committee member is removed or resigned then the remaining committee can determine if and when the vacancy shall be filled.
- 7.18 In the event the Committee decides to appoint a replacement committee member (in the event of a vacancy) then the replacement member will inherit the balance of the term of the committee member they have replaced.
- 7.19 The Chairperson may nominate a replacement committee member at their discretion (maximum of two (2) at any time), provided said person has skills or experience which the Chairpersons believes can benefit the Association. The member must be ratified by an ordinary motion of the Committee.

8. CHAIRPERSON

- 8.1 The chairperson must chair general and committee meetings. In the absence of the chairperson or assistant chairperson another member may be elected as chairperson for that meeting by a majority of members present.
- 8.2 If a situation arises where it is considered a conflict of interest for the chairperson or any other member of the Committee to chair a general, special or committee meeting, the chairperson may invite an independent person to chair that meeting.
- 8.3 The chairperson of a meeting must encourage full balanced participation by all members and must decide on matters of order.
- 8.4 The chairperson together with the secretary must prepare the agenda for committee and general meetings. Members may submit agenda items to the Chairperson or Secretary.
- 8.5 The chairperson must also hold the position of Public Officer.
- 8.6 The chairperson must act as spokesperson for the Association but may delegate this authority where appropriate.
- 8.7 The chairperson may appoint at their discretion another member of the Committee to be the Assistant Chairperson.

9. ASSISTANT CHAIRPERSON

- 9.1 It is the duty of the Assistant Chairperson to fulfil the duties and responsibilities of the Chairperson in the absence of the Chairperson.

10. SECRETARY

- 10.1 The secretary must give notice of meetings with an agenda in accordance with the provisions of this constitution.
- 10.2 The secretary must ensure that records of the association are kept, including the Constitution and ByLaws, policies, register of minutes of meetings and of notices, a correspondence file, records of submissions and reports made by, to, or on behalf of the Association.

- 10.3 At the discretion of the secretary, the secretary can maintain the required records electronically however must ensure that the records are stored in a suitable and secure online location following all reasonable security protocols and furthermore ensure that the chairperson also has access to the records.
- 10.4 A member may inspect the books and records of the Association at no cost during ordinary business hours on giving reasonable notice to the secretary. In the event electronic records are utilised then the secretary may provide shared read-only access for a period of time of no less than 24 hours.

11. TREASURER

- 11.1 The treasurer must ensure that records are kept of all receipts, payments and other financial transactions. All monies are to be paid into an account authorised by the Committee in the name of the Association. A special Gift Fund account shall be opened for the receipt of donations, monies of which are to be used for the betterment of the objectives of the Association.
- 11.2 The treasurer must ensure that financial accounts and statements are prepared and that a written report on the finances is submitted to the Committee at each meeting.
- 11.3 The treasurer shall ensure that annual financial statements and a balance sheet shall be prepared following the end of the association's financial year which shall commence on 1st April ending on 31st March.
- 11.4 Electronic payments must be authorised by any two of four authorised signatories. The authorised signatories are appointed by the Committee, by a majority vote.
- 11.5 The treasurer may at their discretion use an internet-based accounting package provided said package allows for the storage of electronic versions of the receipts and invoices so that said documents can be 'attached' to the relevant record or transaction. The treasurer must ensure that the name of the account on the accounting package shall be the name of the association and furthermore the treasurer shall ensure that the chairperson has administrator access to the package.
- 11.6 Financial records must be made available for inspection by any member upon request to the Committee.

12. COMMON SEAL

- 12.1 The public officer must ensure the safe keeping of the common seal which must only be affixed by resolution of the Committee and in the presence of two officer bearers.

13. GENERAL MEETINGS (Special General Meeting and Annual General Meeting)

- 13.1 At the discretion of the Secretary written or electronic notice of all general meetings, including notice of all items on the agenda, must be given to members with a minimum of twenty one (21) ordinary days' notice (not business days).
- 13.2 A quorum for a general/special meeting is a minimum of twenty (20) members or 40% of the total number of members whichever is the lesser.
- 13.3 Special Meeting
A Special Meeting must be called by the secretary within twenty eight (28) days of receipt of a

directive of the Committee or a written request of half of the total number of current committee members or such number of current members that account for 15% of the total number of members of the Association (“the SM Request”). If the secretary fails to convene a Special General Meeting within twenty eight (28) days of receipt of the SM Request then any one or more of the members who made the requisition may convene a Special General Meeting to be held not earlier than twenty (20) days and not later than sixty (60) days after that date. Any member who thereby incurs reasonable expenses convening the Special General Meeting is entitled to be reimbursed by the Association for any reasonable expense so incurred. The only business which may be transacted at a Special General Meeting is the business set out in the notice of the meeting.

13.4 The SM Request

The SM Request must contain:

- i. The name and signatures required for the SM Request;
- ii. An agenda with items that are to be addressed at the Special meeting;
- iii. Sufficient details and any supporting documents as attached to allow members to properly be informed of the agenda items. In determining what sufficient details mean the Committee must act reasonably and determine according to a reasonable definition of ‘sufficient’.

13.5 Upon receipt of the SM Request the Committee may:

- (a) Require the SM Request be amended so that the updated SM Request complies with the provisions of 13.4 above.
- (b) Reject the SM Request if an Annual General Meeting has already been called for that financial year. For the sake of clarity this means that provided the Annual General Meeting has been called but not yet held in that financial year. Agenda items for the Special Meeting provided they comply with the provisions of 13.4 above shall be included as Agenda items for the Annual General Meeting.
- (c) Reject the SM Request in part or in full if the proposed agenda items can be dealt with by an updated Policy of the Association.

13.6 Annual General Meeting

- (a) The annual general meeting must be called within five (5) months after the end of the financial year at a time and place determined by the Committee, and is open to members only.
- (b) Nominations for positions on the Committee will be accepted by the Secretary up to fourteen (14) days before the AGM
- (c) The Committee is entitled to nominate members where such members possess a skill set deemed beneficial to the management of the Association.
- (d) The business of the Annual General Meeting is to:
 - (i) confirm the minutes of the preceding Annual General Meeting and any Special General Meeting held since that meeting;
 - (ii) receive a report on the Association’s activities over the previous year;
 - (iii) receive the audited financial report for the previous financial year;
 - (iv) elect new committee members for the following year;
 - (v) appoint an auditor for the coming year; and
 - (iv) such other items as the meeting agrees to place on the agenda.

14. VOTING, MEETING PROCEDURE AND MINUTES

- 14.1 Any decision of any meeting of the Association (except matters that require a special resolution), including committee and subcommittee meetings must be determined by simple majority vote, except as otherwise required by this constitution or by the Associations Incorporation Act 1985.
- 14.2 All members over eighteen (18) years of age who have been members for a minimum period of six (6) months may vote at a general meeting. Each such member shall have one vote only.
- 14.3 Voting is by show of hands except if voted to be by secret ballot or if a poll is required pursuant to clause 14.9.
- 14.4 In the event of the vote being equal by show of hands, then the vote must be decided by secret ballot. If after a secret ballot the vote remains equal, then the Chairperson has the casting vote.
- 14.5 Non-members with special interests or knowledge relevant to the Association may be invited by the Committee or Chairperson to attend any meeting and to speak at the discretion of the Chairperson but may not vote.
- 14.6 The Chairperson of a meeting at which a quorum is present may, with the consent of the majority of persons present at the meeting, adjourn the meeting from time to time and place to place.
- 14.7 For a special resolution to be passed a quorum of no less than three quarters of the total number of current members present is required.
- 14.8 A declaration of the person presiding at a general meeting that a resolution has been carried is conclusive evidence of that fact unless a poll is required.
- 14.9 If a poll is requested by at least ten (10) members at a General (or Special Meeting) (or by at least three (3) committee members at a committee meeting), it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 14.10 Proper minutes of all proceedings of general meetings of the association and of meetings of the Committee, shall be made available within one month after the relevant meeting. The minutes kept must be confirmed by the members of the association or the members of the Committee (as relevant) at a subsequent meeting.
- 14.11 The minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed. In the event electronic minutes are kept, then an electronic signature is acceptable.
- 14.12 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

15. DISPUTE RESOLUTION

15.1 Disputes within the organisation are to be managed in accordance with the procedures set out in the bylaws.

16. FAUNA RESCUE OF SOUTH AUSTRALIA INCORPORATED GIFT FUND

16.1 The Association is to establish a gift fund known as the “Fauna Rescue of South Australia Incorporated Gift Fund” (called “The Gift Fund”) such that it complies with subdivision 30-E of the Tax Act for the specific purpose of supporting the environmental objectives of the Association.

16.2 FAUNA RESCUE OF SOUTH AUSTRALIA INC. GIFT FUND – CONDUIT POLICY

- (a) The expenditure or allocation by the Fund will be made in accordance with the established objectives of this association.
- (b) The Association must apply the income and expenditure of the Fund and not be influenced by the expressed preference or interest of a particular donor to the association. Despite the aforementioned, the Committee can take into account a preference or interest of a donor provided three quarters of the Committee passes a motion in relation to the matter.
- (c) The purpose of the “Fauna Rescue of South Australia Inc. Gift Fund” is to support the environmental objectives of Fauna Rescue of South Australia Inc.
- (d) The fund must be administered by a sub-committee of the Committee “Fund Management Sub-Committee” of no fewer than three (3) persons.
- (e) The “Fund Management Sub-Committee” will be appointed by the Committee of the Association. The members appointed to the Fund Management Sub-Committee must be members of good standing both in the Committee and the general community.
- (f) Persons eligible to hold a position on the “Fund Management Sub-Committee” are those who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the environmental objectives of this association.
- (g) The Committee of Fund Management Sub-Committee. will advise the Department of Climate Change, Energy, the Environment and Water (DCCEEW) of any changes to the membership of the “Fund Management Sub-Committee” or to the rules of the “Fauna Rescue of South Australia Inc. Gift Fund” within thirty (30) days.
- (h) Statistical data about gifts to the Fund during the financial year will be provided to DCCEEW within four (4) months after the end of the financial year and in the form required by the Department.
- (i) Members of the general public will be invited to make gifts of money or property to the Fund for the environmental purposes of the Association.
- (j) Money from interest on donations, income derived from donated property, and money from the realisation of such property will be deposited into the Fund.

- (k) The Fund will only receive charitable monies, gifts, property or sponsorship which must be kept separately and accounted for separately from the other funds and assets of the association.
- (l) The Fund will ensure there is a separate bank account into which money donated to the fund will be deposited, including interest accruing thereon.
 - (1) Receipts will be issued in the name of the Fund and proper accounting records and procedures will be kept and used for the fund.
 - (2) Receipts issued in the name of "Fauna Rescue of South Australia Inc. Gift Fund" will contain:
 - (i) the date the donation was received;
 - (ii) the name "Fauna Rescue of South Australia Inc.";
 - (iii) the name "Fauna Rescue of South Australia Inc. Gift Fund";
 - (iv) the signature of the person or persons authorised to sign on behalf of the fund;
 - (v) the name of the donor;
 - (vi) the statement that "The Fauna Rescue of South Australia Inc. Gift Fund" is a gift fund listed on the Register of Environmental Organisations under item 6.1.1 of subsection 30 –55(1) of the Tax Act;
 - (vii) Donations of \$2.00 or more are tax deductible.
- (m) The Fund will be operated on a charitable basis. Money or property accumulated by the fund will not be distributed to the members or to committee members of this association apart from proper remuneration for administrative services relating to the operation of the Fund.
- (n) In the event of the winding up of the "Fauna Rescue of South Australia Inc. Gift Fund", any surplus assets will be transferred to another fund (or specific fund) with similar objectives that is on the Register of Environmental Organisations.
- (o) The fund will comply with any other rules that may from time to time be announced by the Treasurer or the Minister for the environment.
- (p) The Fund Management Sub-Committee will meet at least once a year and tender a report to the Association's Committee on a regular basis with no less than four reports being required annually.
- (q) COMPLIANCE WITH GOVERNMENT RULES
Fauna Rescue of South Australia Incorporated Gift Fund will comply with any State or Federal Laws rules that the Federal Treasurer and or the federal minister for the environment, make to ensure that gifts to the organisation are used only towards the objectives of this association.

17. BEQUESTS

17.1 Bequest from the Late Conway Jeffrey Jones

The Association will adhere to the wishes of the late Conway J Jones insofar as they are understood, namely:

- (a) the gift being, \$2,003,623.70 ("the CJJ Fund") is to be held by the Association and prudently

invested by a professionally qualified and accredited financial advisor;

- (b) The initial contribution CJJ Fund is to be held in perpetuity with the income generated by the CJJ Fund being used by the Association for the care and welfare of wildlife;
- (c) The CJJ Fund shall not be used for administration and capital works expenditure.

17.2 Further bequests received by the Association will be given due consideration by the Committee of the Association as to the use of the funds received, and where conditions are attached, the Association will endeavour to abide by those conditions.

18. AMENDMENT TO CONSTITUTION

- 18.1 The constitution may be amended by a vote held at either an Annual General Meeting or a Special Meeting called for that purpose.
- 18.2 To change the constitution a vote of three quarters of the members present is required.

19. LIABILITIES / INDEMNITY

- 19.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Association may have such liability met by the Association so that they incur no personal loss.
- 19.2 All current members and new members upon joining the association indemnify and keep indemnified the association to the full extent possible by the law against any damage to themselves or their property including personal injury, sickness, death or property damage resulting from or caused as a result of performing any duty, task or function for or on behalf of the Association.
- 19.3 The liability of a member or officer to contribute towards the payments 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 subscription by the member or officer in respect of membership of the Association.

20. PROPERTY

- 20.1 The income, property and funds of the Association are for the benefit and aims of the Association absolutely. Surplus funds or profits will not be paid or given to any members except as reimbursement of reasonable expenses incurred on behalf of the Association in accordance with Clause 19.1 herein.

21. DISSOLUTION

- 21.1 The Association may be dissolved by a special resolution at a meeting called for the purpose of winding up the association. Members must have been given at least twenty eight (28) days written notice specifying the intention of that meeting.
- 21.2 The resolution must be passed by a majority of not less than three quarters of the then total number of current members.
- 21.3 On dissolution, the Committee as one of their final acts shall decide which group, promoting similar interests to those of the association, will receive all monies and property remaining after payment of all of the Association liabilities.
- 21.4 The costs of the winding up are payable out of the property of the Association.

22. INTERPRETATION OF THE CONSTITUTION

- 22.1 The decision of the Committee on the interpretation of the constitution or by laws is conclusive unless and until the decision is overruled by the Association in a general meeting.
- 22.2 At the Committee's discretion the Committee may obtain independent legal opinion as to the correct interpretation of the constitution or by laws. Such opinion will be deemed valid and binding upon the Association.
- 22.3 In the event of a situation arising which is not covered by the constitution, the Committee may obtain independent legal opinion and act in what it considers to be the best interests of the Association. Such act will be valid and binding unless and until the decision is overruled by the Association in general meeting.

23. POLICIES AND BYLAWS

- 23.1 The Committee may from time-to-time pass, alter or rescind policies or bylaws for the due management and regulation of the affairs of the Association.
- 23.2 Any policies or bylaws duly passed by the Committee are binding on all members of the Association.
- 23.3 Any policy or bylaw passed shall be consistent with the provisions of this Constitution. In the event of an inconsistency between a policy or bylaw and this Constitution the provisions of the Constitution shall prevail.
- 23.4 Any new policy or bylaw, or any change to an existing policy or bylaw shall be notified to the members within sixty (60) days.

24. TRANSITIONAL PROVISIONS

24.1 Adoption of this Constitution

- (a) This Constitution comes into force and has full effect immediately following the adoption of a Special Resolution passed at a general meeting, and subsequent registration by South Australia's Consumer and Business Services (or relevant regulatory body)
- (a) Thereafter this Constitution may only be revoked or altered as set out in Rule 18.1.

24.2 Membership to be Continuous

All Members of Fauna Rescue of South Australia Inc admitted prior to the adoption of this Constitution will be Members in the same class of Membership as they help prior to the adoption, and their original period of Membership will not be interrupted.

24.3 Elected Committee Members – Transitional arrangements

The size of the Committee for the 2023 financial year will remain as voted by the members until the 2024 Annual General Meeting.

At the 2024 AGM, all but six (6) committee members will stand down and will be eligible to nominate for re-election to fill three (3) committee positions. In the event there are insufficient members willing to stand down then committee members are forced to stand down based on the alphabetical order or the last names of the remaining committee members until the required number of committee members have been stood down (in total).

At the 2025 AGM, three (3) committee members will stand down but will be eligible to nominate for re-election to fill three (3) committee positions. These three (3) committee

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members must be from the original 2023 AGM. In the event there are insufficient members willing to stand down then committee members are forced to stand down based on the alphabetical order or the last names of the remaining committee members.

At the 2026 AGM, the final three (3) committee members who were appointed in 2023 will stand down and will be eligible to nominate for re-election to fill three (3) committee positions. In the event there are insufficient members willing to stand down, then committee members are forced to stand down based on the alphabetical order or the last names of the remaining committee members.



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BYLAWS MARCH 2023
FAUNA RESCUE OF SOUTH AUSTRALIA INC.

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9. Donations

1. Buy, breed or sell policy

Fauna Rescue of SA Inc does not buy, breed or sell any native wildlife. Any unplanned progeny must not be sold and must be prepared for release if that is in the best interests of the fauna. Progeny not suitable for release must be provided with a good quality of life or euthanised.

The breeding of endangered or vulnerable wildlife to help save that species from extinction can only be undertaken with the permission and under the direction of the Department of Environment and Water.

2. A Member's role and responsibility

- 2.1 To abide by the Association's constitution and bylaws, policy and procedures as set from time to time by the Association.
- 2.2 To consider the best interests of the fauna above personal wants and emotions.
- 2.3 To agree to undergo a Police Check when being a carer or rescuer, or having direct contact with children or the vulnerable (as opposed to being a financial only, non-active member). Applications for membership will not be accepted if there are any convictions involving abuse of animals, children or violence. Minor infringements of the law may be accepted after consideration by the Committee.
- 2.4 Wherever possible to accept rescued fauna on behalf of the Association if an active member, even if it is immediately passed on to another member.
- 2.5 To maintain a record of fauna in their care and to provide records of all new arrivals as required, and in the approved manner, to the Animal Records Officer within one month of receiving the fauna.
- 2.6 To develop skills by attending training sessions and/or networking with experienced members or a Coordinator.
- 2.7 To consult the appropriate Coordinator when requiring advice for the care of particular species.
- 2.8 To provide animals within their care, species specific housing, food, water and appropriate environmental conditions.

3. A Coordinator's role and responsibilities

- 3.1 To be aware which members have the necessary knowledge, skills and conditions for the care of specific fauna.
- 3.2 To place incoming fauna with appropriate carers.
- 3.3 To maintain a register of carers.
- 3.4 To inform the Committee of training needs.
- 3.5 To ensure members are aware of the requirements for fauna to be appropriately prepared for planned release or captivity.
- 3.6 To assist any member in attaining the skills to competently manage the care of selected species.
- 3.7 To present Coordinator reports for the Committee and the AGM when requested.

4. Administrative Positions

As per section 7.4 of the Constitution, at the first meeting of the Committee following the AGM, the Committee must elect the following positions from its members:

- 4.1 Chairperson;
- 4.2 Assistant Chairperson;
- 4.3 Secretary;
- 4.4 Treasurer;

At the Committees discretion any of the below positions
Membership Officer;
Animal Records Officer;
Newsletter Editor;
Website Editor;
Fundraising Officer;
Grants Officer;
Constitution and Policy Sub-committee;
Training Officer (including Training Team and Bookings)
Headquarters Development;
Publicity Officer;
Police Clearance VOAN Officer;
Property Officer;
Phone Coordinator;
Phone Statistics Coordinator;
Transport and Rescue Coordinator; and
Any other administrative role deemed necessary by the Committee.

Where a position is not filled by a committee member, a member of the Association may be invited to fill an administrative position without becoming a member of the Committee.

5. Committee Executive Panel

The Committee Executive Panel may be used for the processing of urgent matters which require prompt action, enabling decisions to be made without having to canvas every committee member.

The Committee to set guidelines as to the authority the panel would have. Such decisions made by the panel would be ratified at the next Committee Meeting – any dissention to be recorded. The panel must not have two persons from the same household. The panel members may be rotated as required.

6. Committee Attendance

- 6.1 A committee member must attend three quarters of the total number of arranged committee meetings each year or their nomination for the following year may not be accepted.

6.2 Leave of absence from meetings can be granted but during this time the committee member will not be involved in decision making or receive confidential emails or minutes. On returning to duty, they may have access to previous confidential minutes. For short term absences where it is possible to contact the committee member, apologies are to be sent to the Secretary prior to the meeting.

7. Honorary Membership policy

Honorary membership is bestowed on members who have shown extraordinary dedication to Fauna Rescue and should not be given lightly. It has the same status as a single member but with no fees.

8. Dispute Resolution

Where disputes arise between members or between members and the Association, the procedures set out in the Complaints and Concerns Policy will apply. The Association undertakes to address all concerns and grievances made about the service, members or committee members, and to work towards an outcome satisfactory to all parties. This will be done without fear of retribution and in an equitable way. Grievance also refers to any complaint or concern. All complaints, concerns or grievances should be addressed to the Resolution Officers, P.O. Box 241, Modbury North, 5092, or email admin@faunarescue.org.au. Copies of the full Complaints and Concerns Policy can be obtained from the Secretary at the above address and is also available on the website.

9. Donations

Donations for the specific care of an individual animal are to be used to meet the expenses incurred for that animal. A Tax Deductible Receipt can be issued to the donor and the donation is paid to Fauna Rescue. The carer must send a reimbursement form with the receipts for expenses incurred for that animal to the Treasurer/Asst. Treasurer which will be paid in full if it is covered by the donation. If there is a shortfall, the balance will be paid if funds allow and at the discretion of the Treasurer. If there is a surplus when the care of the animal is complete the balance will be paid into general funds.

ByLaws reviewed and authorised at a Committee Meeting held on 14th March, 2023