

FRIENDS OF
THE DESERT PARK
INCORPORATED



CONSTITUTION

THE ASSOCIATION OF FRIENDS OF THE DESERT PARK INC

CONSTITUTION

1. NAME

The name of the Association shall be the Friends of the Desert Park Inc.

2. BASIC OBJECTIVES

The aim of this Association will be to partner with the Alice Springs Desert Park management to:

- (a) support and be consistent with the goals of the Alice Springs Desert Park
- (b) promote amongst its members and the public a greater appreciation, understanding, enjoyment and concern for, the Australian arid environment,
- (c) assist the Alice Springs Desert Park in promoting a greater public interest in, and support for, conservation and research of flora and fauna of arid Australia,
- (d) conduct a volunteer service at the Alice Springs Desert Park,
- (e) foster an association between the Alice Springs Desert Park and the community by encouraging a greater understanding of the purpose and functions of the Alice Springs Desert Park,
- (f) raise money by fund-raising activities,
- (g) develop communications with similar Associations for the purpose of furthering these objects,
- (h) promote educational and social activities among members and their families,
- (i) encourage use and enjoyment of Alice Springs Desert Park by the community as authorised by Park management,
- (j) expend funds raised by the Association in support of the activities noted above,
- (k) purchase, take on lease or in exchange, and hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association,
- (l) buy, sell, and supply of, and deal in, goods of all kinds,
- (m) accept any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association,
- (n) take such steps from time to time as the Committee or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise,
- (o) print and publish such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association,
- (p) borrow and raise money in such manner and on such terms as the

committee may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association, and

(q) do all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

3. DEFINITIONS

The following words and expressions shall have the following meanings

The *Association* means the Friends of the Alice Springs Desert Park.

The *Park* means the Alice Springs Desert Park.

The *Committee* means the Executive Committee of the Friends of the Alice Springs Desert Park Inc.

The *Territory* means the Northern Territory of Australia.

A *voting member* means a person of age 17 years or over who is a member of the Association.

A *non-voting member* means an honorary or ex-officio person under the age of 17 years.

The *funds of the Association* means all the funds received by the Association.

The *Director* means the Chief Executive of the Department of Natural Resources, Environment and the Arts of the Northern Territory and the successors of this agency.

General meeting refers to annual general meetings and special general meetings.

In these rules, unless the contrary intention appears, *general meeting* means a general meeting of members convened in accordance with rule 13.

Ordinary committee person means a member of the committee to which paragraph (ii) of sub-rule (a) of rule 24 relates.

In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic transmissions, and other modes of representing or reproducing words in a visible form.

4. RULES OF THE ASSOCIATION

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act and that Act as in force on the date on which these rules are adopted by the Association.

5. MEMBERSHIP OF THE ASSOCIATION

- (a) Persons eligible to apply for membership of the Association are persons who hold a "Territory Pass" or a "Seasons Pass" and who are financial, and non-visiting members who have paid a fee that may be levied from time to time.
- (b) The Secretary shall, with as little delay as possible, notify the applicant in writing, that he or she has been accepted for membership of the Association and upon receipt of an application form and subscriptions as may be required shall enter the applicant's name in a register of members to be kept by the Secretary, whereupon the applicant becomes a member of the Association.
- (c) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary a written notice of resignation.
- (d) Upon receipt of a notice under sub-rule (c) of this rule, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (e) A right, privilege, or obligation of a person by virtue of his membership of the Association is:
 - (i) not capable of being transferred or transmitted to another person and
 - (ii) terminates upon the cessation of his or her membership, whether by death, resignation, or otherwise
- (f) Members will not be liable to contribute towards payment of liabilities of the Association if wound up.

6. INCOME AND PROPERTY OF ASSOCIATION

- (a) The income and property of the Association however derived shall be applied solely towards the promotion of the objects and purposes of the Association and not portion thereof shall be paid or transferred directly or indirectly, by dividend, bonus, or otherwise to any member of the Association.
- (b) The Association shall not:
 - (i) appoint a person who is a member of the committee to any office to the holder of which there is payable any remuneration by way of salary, fees, or allowances, or

- (ii) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (c) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:
 - (i) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business,
 - (ii) interest at current bank overdraft rate on money lent, or
 - (iii) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

7. ACCOUNTS OF RECEIPTS EXPENDITURE ETC.

- (a) True accounts shall be kept of:
 - (i) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place, and
 - (ii) the property, credits, and liabilities of the Association.

And subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, these accounts shall be open to the inspection of the members of the Association.

- (b) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the association in such form and manner as the committee may direct.
- (c) The Accounts, books, and records referred to in sub-rule (a) and (b) of this rule shall be kept at the Association's office or at such other place as the committee may decide.

8. BANKING AND FINANCE

- (a) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and issue a receipt for these monies as soon as possible.
- (b) The committee shall cause to be opened with such bank as the committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (c) Except with the authority of the committee, no payment of a sum exceeding fifty dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.

- (d) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the committee.
- (e) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in his absence, by such other member or members of the committee as the committee may nominate for that purpose, and shall be countersigned by the Secretary or other committee persons approved by the committee.

9. AUDITOR

- (a) At the first meeting of the committee after the annual general meeting, the committee shall appoint a person who is a qualified Accountant, not a member of the committee or the Public Officer of the Association, as the auditor of the Association.
- (b) A person so appointed shall hold office until the first meeting of the committee after the annual general meeting at which he or she was appointed and is eligible for reappointment.
- (c) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the committee meeting after the next succeeding annual general meeting.

10. AUDIT OF ACCOUNTS

- (a) Once at least in each financial year of the Association the accounts of the Association shall be examined by the auditor.
- (b) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (c) In his report and in certifying to the accounts the auditor shall state:
 - (i) whether he or she has obtained all of the information required by him or her;
 - (ii) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him or her and as shown by the books of the Association; and
 - (iii) whether the rules relating to the administration of the funds of the Association have been observed.
- (d) The Treasurer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

- (e) The auditor
 - (i) has the right of access to the accounts, books, records, vouchers and documents of the Association;
 - (ii) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
 - (iii) may employ persons to assist him or her in investigating the accounts of the Association; and
 - (iv) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

11. ANNUAL GENERAL MEETING

- (a) The Association shall, in each year, hold an annual general meeting.
- (b) The annual general meeting shall be held on such a day (being not later than five months after the close of the financial year of the Association) as the committee may determine.
- (c) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (d) The annual general meeting shall be specified as such in the notice convening it.
- (e) The ordinary business of the annual general meeting shall be
 - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (ii) to receive from the committee, auditor, and servants of the Association reports upon the transactions of the Association during the last proceeding financial year;
 - (iii) to elect the officers of the Association and the ordinary committee men;
 - (iv) to elect a Public Officer of the Association.
 - (v) the annual general meeting may transact special business of which notice is given in accordance with these rules.

12. SPECIAL GENERAL MEETING

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- (c) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitioner and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (d) If the committee does not cause a special general meeting to be held within twenty eight days from the date on which a requisition therefore

is deposited at the office of the Association, the requisitionists, or any of them may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

- (e) A special general meeting convened under Section 12(b) of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

13. NOTICE OF GENERAL MEETINGS

The Secretary of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association cause to be inserted in a local Alice Springs newspaper, an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

14. BUSINESS AND QUORUM AT GENERAL MEETINGS

- (a) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) Fifteen members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (d) If within one hour after the appointed time for the commencement of the general meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day, in the next week, at the same time (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

15. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

- (a) The Chairperson or in his absence the Deputy Chairperson shall preside as Chairperson at every general meeting of the Association.

- (b) If the Chairperson and the Deputy Chairperson are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson thereat.

16. ADJOURNMENT OF GENERAL MEETINGS

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of 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.
- (b) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned general meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned general meeting.

17. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS

A question arising at a general meeting of the Association shall be determined on a show of hands of voting members and unless before or on the declaration of the result 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 and 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.

18. VOTES

- (a) Upon any question arising at a general meeting of the Association a voting member has one vote only.
- (b) All votes shall be given personally.
- (c) In the case of an equality of voting on a question the Chairperson of the general meeting is entitled to exercise a second or casting vote.

19. TAKING OF POLL

If at a general meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the Chairperson may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.

20. WHEN POLL IS TO BE TAKEN

A poll that is demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the general meeting as the Chairperson may direct.

21. MEMBERS FORA

- (a) Members fora are not considered general meetings and will be held at least 3 times annually at which the committee will provide Project Reports and members will have the opportunity to provide feedback.
- (b) Members fora are chaired by the Chairperson or by nominated delegate.
- (c) Members fora will be advertised through a newsletter.

22. AFFAIRS OF ASSOCIATION TO BE MANAGED BY THE COMMITTEE

- (a) The affairs of the Association shall be managed by a committee constituted as provided in rule 24.
- (b) The committee
 - (i). shall control and manage the business and affairs of the Association;
 - (ii). may, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
 - (iii). subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

23. OFFICERS OF THE ASSOCIATION

- (a) The officers of the Association shall be
 - (i) a Chairperson
 - (ii) a Deputy Chairperson
 - (iii) a Treasurer
 - (iv) a Secretary
- (b) The provisions of sub-rules (b), (c) and (d) of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (a) of this rule.

24. CONSTITUTION OF THE COMMITTEE

- (a) The Committee shall consist of
 - (i) the officers of the Association,
 - (ii) three ordinary members, and
 - (iii) two representatives nominated from the Alice Springs Desert Park. Of the other seven positions there are not to be more than two filled by officers of the Alice Springs Desert Park.
- (b) Ordinary members of the committee will be elected for one year terms, that is, until the next annual general meeting.
- (c) The Chairperson and Treasurer will be elected for two year terms, that is, until the annual general meeting after the next annual general meeting.
- (d) At the first annual general meeting, the Deputy Chairperson and the Secretary will be elected for one year, until the next annual general meeting. Thereafter the Deputy Chairperson and Secretary will be elected for two year term, that is until the annual general meeting after the next annual general meeting.
- (e) Should a vacancy arise on the committee before the end of the normal term for that position, the position will be filled only until that time that the position would normally be due for re-election.
- (f) All members of the committee are eligible for re-election.

25. ELECTION OF MEMBERS OF COMMITTEE

- (a) Nominations of candidates for election as officers of the Association or as ordinary committee persons
 - (i) shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Secretary of the Association at least ten days before the date fixed for the holding of the annual general meeting.
- (b) 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.
- (c) 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.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (e) The ballot for the election of officers and ordinary committeemen shall be conducted at the annual general meeting by secret ballot.
- (f) A person who is not a member of the Association will be appointed by the outgoing committee to conduct the ballot.

26. VACATION OF OFFICE

For the purposes of these rules, the office of an officer of the Association or of an ordinary committeeperson becomes vacant if the officer or committeeperson

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
- (c) becomes of unsound mind;
- (d) resigns his office by writing under his hand, addressed to the committee;
- (e) ceases to be resident in the Territory;
- (f) fails without leave granted by the committee to attend three consecutive meetings of the committee;
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of any subscription due by him or her within fourteen days after he or she has received a notice in writing signed by the public officer stating that he or she has ceased to be a financial member of the Association.
- (i) nominated by the Alice Springs Desert Park, ceases to be employed by the Alice Springs Desert Park

27. MEETINGS OF THE COMMITTEE AND SUB-COMMITTEE

- (a) The committee shall meet at least once in each month at such places and at such times as the committee may determine.
- (b) Special meetings of the committee may be convened by the Chairperson or any four of its members.
- (c) At least two days notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (d) Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (e) No business shall be transacted 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 shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.

- (f) At meetings of the committee
 - (i) the Chairperson, or in his absence the Deputy Chairperson shall preside; or
 - (ii) if the Chairperson and the Deputy Chairperson are absent, such one of the remaining members of the committee as may be chosen by the members present shall preside.
- (g) Questions arising at meeting of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (h) 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 and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
- (i) Adequate notice of each committee meeting shall be given to each member of the committee.

28. DISCLOSURE OF INTEREST IN CONTRACTS ETC.

- (a) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken in to consideration, if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.
- (b) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the committee after he or she becomes so interested.
- (c) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he or she is interested and if he or she does so vote his or her vote shall not be counted.

29. SUB-COMMITTEES AND EXECUTIVE COMMITTEES

- (a) The committee may at any time appoint a sub-committee from the committee as it may think fit and shall prescribe the powers and functions thereon.
- (b) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association.

- (c) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (d) The Secretary of the Association is responsible for calling meetings of a sub-committee.
- (e) Adequate notice of each sub-committee meeting shall be given to each member of the sub-committee.
- (f) The Chairperson and the Deputy Chairperson, the Treasurer, and the Secretary constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

30. ANNUAL SUBSCRIPTIONS – If Required in the Future

- (a) Until otherwise fixed pursuant to sub-rule (b) of this rule, the annual subscription payable by members shall be prescribed by the committee.
- (b) The amount of the annual subscription may be altered from time to time by the members by resolution.
- (c) The annual subscription of a member is due and payable within 30 days of renewal of the Season Pass.

31. FINANCIAL YEAR

The financial year of the Association is the period beginning on 1 July in each year and ending on 30 June next year.

32. NOTICES

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last-known place of abode or postal address.

33. EXPULSION OF MEMBERS

- (a) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.
- (b) The expulsion of a member pursuant to sub-rule (a) of this rule does not take effect

- (i) until the expiration of fourteen days after the service on the member of a notice under sub-rule (c) of this rule; or
 - (ii) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (c) Where the committee expels a member from the Association, the Secretary of the Association shall, without undue delay, cause to be served on the member, a notice in writing
- (i) stating that the committee has expelled the member;
 - (ii) specifying the grounds for the expulsion; and
 - (iii) informing the member that if he or she so desires, he or she may, within fourteen days after the service of the notice on him or her, appeal against the expulsion as provided in this rule.
- (d) A member on whom a notice under sub-rule (c) of this rule is served may appeal against the expulsion to the committee by delivering or sending by post to the Secretary of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of a special committee meeting for the purpose of hearing his appeal.
- (e) Upon receipt of a requisition under sub-rule (c) of this rule, the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special committee meeting to be held within twenty one days after the date on which the requisition is received by the public officer.
- (f) At a special committee meeting convened for the purpose of this rule
- (i) no business other than the question of the expulsion shall be transacted;
 - (ii) the expelled member shall be given an opportunity to be heard and
 - (iii) the committee members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (g) If at the special committee meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.
- (h) If at the special committee meeting a majority of the committee members present vote in favour of the confirmation of expulsion, the expulsion takes effect, and the expelled member will cease to be a member of the Association.

34. ALTERATION OF THE CONSTITUTION

- (a) The rules may be amended by resolution passed by a two thirds majority of financial voting members voting at a special general meeting.

- (b) Notice of the proposed amendment as well as any relevant existing clause shall be included in the notice calling the special general meeting.
- (c) An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar.
- (d) An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Registrar of Associations in the NT.

35. SEAL OF THE ASSOCIATION

- (a) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'Seal'.
- (b) The seal of the Association shall not be affixed to any instrument except by the authority of the committee and the affixing thereof shall be attested by the signatures either of two members of the executive committee or of one member of the committee and of the public officer of the Association and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.
- (c) The seal shall remain in the custody of the Secretary.

36. DISSOLUTION OF ASSOCIATION

In the event of the Association being wound up any surplus assets remaining after payment of the Associations liabilities shall be transferred to a body with similar objects.