

WILDCARE Incorporated

RULES

CROWN SOLICITOR OF TASMANIA

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WILDCARE INCORPORATED
RULES

1) Name and Objectives of the Association

- (a) The name of the Association is **WILDCARE Incorporated** (“the Association”).
- (b) The primary objectives of the Association are:
 - i. to assist the Parks and Wildlife Service and other conservation and land managers to undertake those activities deemed as necessary to conserve natural heritage on and off reserve in Tasmania and to assist with the management of Reserves;
 - ii. to provide opportunities and support for community involvement related to the Objectives of the Association
 - iii. to establish and maintain a public fund to be called the ‘**WILDCARE** Gift Fund’ for the specific purpose of supporting the environmental objectives and purpose of **WILDCARE Incorporated**.
 - iv. to foster community interest, support and involvement in the activities and functions of Reserve management (PWS and other public land managers) and nature conservation (on and off reserve) and the Association.
- (c) The additional objectives of the Association are:
 - i. to assist the Parks and Wildlife Service and other conservation and land managers to undertake those activities deemed as necessary to conserve cultural heritage on and off reserve in Tasmania and to assist with the management of Reserves.
 - ii. to foster community interest, support and involvement in the activities and functions of cultural heritage conservation (on and off reserve)
 - iii. to assist in acquiring funds for special projects associated with natural and cultural heritage conservation in Tasmania, both on and off Reserves;
 - iv. to conduct activities to promote membership of the Association; and
 - v. to undertake all of the above in ways which are not counterproductive to the standing and reputation, mission and objectives of Reserve management (PWS and other public land managers), nature conservation and cultural heritage conservation (on and off reserve).

2) Powers

- (a) In carrying out the objectives the Association shall have the following powers, namely:
- (b) The establishment of the '**WILDCARE** Gift Fund' to receive all gifts of money or property for the purpose of supporting the Association's objectives. Any money received because of such gifts will be credited to the Fund bank account. The Fund will not receive any other money or property into its account and will comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- (c) the purchase, taking on lease, licence or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (d) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (e) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (f) the accepting of any funds, subscriptions, donations of real and personal property and gifts, whether subject to a will, special trust or not, for any one or more of the objects or purposes of the Association. The Board will not receive any gifts or money or property other than for the objectives and purposes of the Association;
- (g) the taking of such steps from time to time as the Board of Management may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (h) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board of Management may think desirable for the promotion of the objects and purposes of the Association;
- (i) the borrowing and raising of money in such manner and on such terms as the Board of Management may think fit or as may be approved or directed by resolution passed at a general meeting;
- (j) the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board of Management may from time to time determine, excluding moneys or property received as a gift and managed under the Gift Fund Operation;
- (k) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions which have similar objectives to the Association. In the exercise of this power, the Association will not act as a mere conduit for the donation of money or property to other organisations, bodies or persons;

- (l) the establishment and support, or aiding in the establishment and support, of foundations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (m) the establishment and support, or aiding in the establishment or support, of any other foundation or trust formed for any of the basic objects of the Association;
- (n) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any foundation with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the Rules of the Association;
- (o) to employ such officers and servants as the Board of Management may deem necessary and to pay such remuneration or bonus as the Board of Management may determine as reasonable and proper; and
- (p) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or of any of the powers specified in the foregoing provisions of this sub-rule.

3) Interpretation

- (a) In these Rules, unless the contrary intention appears:
- (b) “Board of Management” means the board of management constituted under Rule 9;
- (c) “Co-Chair (appointed) means the Manager, Community Partnerships of the Parks and Wildlife Service or his successor, or another officer nominated by the General Manager Parks and Wildlife Service
- (d) Co-Chair (elected) means the person elected by the membership at an Annual General Meeting
- (e) President of a Branch is that person elected annually by the membership of a Branch established under Rule 11
- (f) The Tasmanian Heritage Office means that structural component of government responsible for cultural heritage management in Tasmania, or its successor;
- (g) The Biodiversity Conservation Branch means that structural component of government responsible for nature conservation in Tasmania, or its successor;
- (h) The Parks and Wildlife Service means that structural component of government responsible for conservation reserve management, or its successor

- (i) “Objectives of the Association” means the objectives set out in Rule 1(b);
- (j) “Secretary” means the person appointed or occupying the position of Secretary under Rule 6;
- (k) “Gift Fund” means the **WILDCARE** Gift Fund established for the purpose of receiving gifts, donations and property to assist in achieving the Association’s objectives. Gift Fund has the same meaning as Public Fund.
- (l) “Fund Management Committee” means the committee established to manage the funds, operation and legal requirements of the Gift Fund.

4) Gift Fund Operation

- (a) The objective of the **WILDCARE** Gift Fund is to support the Association’s environmental purposes as detailed in Section 1 ‘Name and Objectives of the Association’.
- (b) Members of the public and members of the Association are invited to make gifts of money or property to the Gift Fund for the environmental purposes of the Association.
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Gift Fund.
- (d) A separate bank account will be established to deposit money donated to the Gift Fund, including interest accrued and gifts. These funds will be kept separate from other **WILDCARE Incorporated** funds.
- (e) Receipts will be issued in the name of **WILDCARE** Gift Fund and proper accounting records and procedures will be kept and used for the operation of the Gift Fund.
- (f) The Gift Fund will operate on a not-for-profit basis.
- (g) The Gift Fund will be managed and administered by:
 - i. A committee of management of no fewer than three persons
 - ii. The committee of management will be appointed by **WILDCARE Incorporated**
 - iii. A majority of the members of the committee will be ‘responsible persons’ as defined by the Guidelines to the Register of Environmental Organisations.

5) Gift Fund Reporting

- (a) **WILDCARE Incorporated** will notify the Department responsible for the environment as soon as possible if

- i. A change is made to its name, or the name of the Gift Fund.
 - ii. There are any changes to the membership of the management committee of the Gift Fund.
 - iii. There has been any departure from the model rules for Public Funds located in the Guidelines to the Register of Environmental Organisations.
- (b) Statistical Information requested by the Department of Environment and Heritage on donations to the Gift Fund will be provided within four months of the end of the financial year.
- (c) An audited financial statement for **WILDCARE Incorporated** and the **WILDCARE** Gift Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

6) Gift Fund Adherence to Rules

- (a) **WILDCARE Incorporated** will comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Gift Fund are only used for its principal purpose.
- (b) The income and the property of **WILDCARE Incorporated** will be used and supplied solely in promotion of its objectives, and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus, or by way of profit to members, directors, or trustees of **WILDCARE Incorporated**.
- (c) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of **WILDCARE Incorporated** and will not be influenced by the preference of the donor.

7) Membership

- (a) Those persons who at the date of incorporation have paid the annual subscription shall be members of the Association.
- (b) Any person may apply in writing to the Secretary to become a member.
- (c) An applicant becomes a member on payment of the current subscription.
- (d) If a member is advised:
- i. that that member's subscription is overdue, and
 - ii. that the membership will cease at the end of a period determined by the Board of Management from the date of notification unless the subscription is received by the Association within that period,

the member ceases to be a member unless the Association receives the subscription within that period.

- (e) The Board of Management cannot consider applications for membership between the date on which a general meeting of the Association is first notified and the conclusion of that General Meeting.
- (f) The Annual General Meeting of the Association may determine the annual subscription of the Association but until such determination is made the annual subscription shall be twenty dollars (\$20.00).

8) Register of Members

- (a) The Secretary must keep a register of members which contains the name, address and telephone number of each member and the date of joining.
- (b) The register of members must be made available upon request for inspection by members.

9) Board of Management

- (a) Subject to these Rules and to any resolutions passed at a general meeting of the Association, all powers of the Association may be exercised by the Board of Management.
- (b) The Board of Management consists of the following:
 - i. the Co-Chair (appointed);
 - ii. the Co-Chair (elected);
 - iii. the Secretary;
 - iv. the Treasurer;
 - v. up to three (3) President's Representatives
 - vi. up to three (3) General Membership positions
 - vii. up to three (3) Expertise-based positions with the following expertise:
 - Marketing, promotions and communications
 - Legal (particularly related to not-for-profit organisations)
 - Financial management
 - viii. The Manager of the Biodiversity Conservation Branch (DPIW) or his delegate;
 - ix. The Manager of the Tasmanian Heritage Office (DTAE) or his delegate;

- x. The Manager of the Parks and Wildlife Service (DTAE) or his delegate;
- (c) The Co-Chair (appointed) and the Secretary shall be appointed by the General Manager Parks and Wildlife Service or his successor.
- (d) The Co-Chair (elected) and Treasurer shall be elected at an annual general meeting and hold office until the end of the following annual general meeting.
- (e) The General Membership positions shall be nominated from the general membership and elected at an annual general meeting, and hold office until the end of the following Annual General Meeting.
- (f) The Expertise-based positions shall be nominated from the general membership and selected by the Board of Management through an Expression of Interest process, and hold office for 24 months.
- (g) The President's Representatives shall be nominated from the Presidents of Branches established under Rule 11, and elected by the general membership at an annual general meeting and hold office until the end of the following annual general meeting
- (h) The powers and delegations of each of the Co-Chairs will be determined by the Board of Management set out in an instrument of delegation.
- (i) The Co-Chair (elected), Treasurer, a General Membership position holder, President's representative or Expertise-based position holder ceases to be a member of the Board of Management if that person:
 - i. delivers a written resignation to the Board of Management;
 - ii. ceases to be a member of the Association;
 - iii. is absent from all meetings of the Board of Management held within a period of three months without prior leave of the Board of Management;
 - iv. becomes an insolvent under administration.
- (j) The Co-chair (appointed) or Secretary ceases to be a member of the Board of Management if that person:
 - i. delivers a written resignation to the Secretary of the Department;
 - ii. is absent from all meetings of the Board of Management held within a period of three (3) months without prior approval of the Secretary of the Department;
- (k) If the Co-Chair (elected) or Treasurer ceases to be a member of the Board of Management, the vacancy may at any time be filled by appointment by the Co-

Chair (appointed). A person appointed under this sub-rule shall hold office until the following annual general meeting, and is then eligible for re-election.

- (l) If a Presidents Representative position becomes vacant during the year, the Board of Management may select a replacement, who will serve in the position until the following annual general meeting, and is then eligible for re-election.
- (m) If a General Membership position becomes vacant during the year it will remain vacant until the following annual general meeting.
- (n) If the Co-Chair (appointed) or Secretary ceases to be a member of the Board of Management the vacancy may be filled at any time by appointment by the General Manager Parks and Wildlife Service.

10) Meetings of the Board of Management

- (a) The quorum at a meeting of the Board of Management is four members or 50% of the membership of the Board of Management, whichever is the least
- (b) The Board of Management may determine its own procedure.
- (c) The Board of Management must hold at least one meeting every third month.
- (d) A meeting of the Board of Management must be called by the Secretary, if the Board of Management or three of its members request one.
- (e) If the Secretary does not, within seven days of receiving the request, give notice of the meeting, one of the persons requesting the meeting may call it.
- (f) A resolution is carried at a meeting of the Board of Management if a simple majority of those present and voting vote in favour of it.

11) Branches

- (a) The Board of Management may appoint Branches from the membership of the Association and may delegate any of its powers to them upon terms and conditions set out in the instrument of delegation.
- (b) The Board of Management may make rules in respect of a Branch.
- (c) Each Branch shall have an Executive consisting of a President, Secretary and Treasurer.
- (d) A Branch may determine its own procedure and the quorum. Each Branch shall keep minutes of the proceedings of its meetings and shall report to the Board of Management as and when required to do so by the Board of Management.
- (e) The Co-Chair (elected) and Co-Chair (appointed) shall be an ex officio member of each Branch.

12) Power of Veto

- (a) The Board of Management has a power of veto in respect of any activity planned or undertaken by any Branch or member or members of the Association if the Board is of the reasonable opinion that such activity will be detrimental to the standing, reputation or objectives of either the Parks and Wildlife Service or the Association or such activity is likely to be in contravention of any management plans or legislation either Federal or State.

13) Annual General Meetings

- (a) The Association must hold an annual general meeting each year after the year of incorporation. The annual general meeting shall be held within three (3) months from the thirty-first day of December in each year on such a day and at such a time as the Board of Management shall direct.
- (b) The business of the annual general meeting is:
 - i. the presentation of the financial statements containing the following particulars:
 - The income and the expenditure of the Association during its last financial year;
 - The assets and liabilities of the Association since the end of its last financial year;
 - The mortgages, charges and securities of any description affecting any of the property of the Association at the end of its last financial year;
 - ii. the presentation of the Co-Chairs' reports and Auditor's report;
 - iii. the election of the Co-Chair (elected), Treasurer, General membership positions and Presidents Representatives positions
 - iv. the appointment of an Auditor; and
 - v. such other business as has been notified to the members.

14) Special General Meetings

- (a) A special general meeting must be called if the Secretary is directed to do so by the Board of Management or is requested to do so by five (5) members.
- (b) If the Secretary fails, within fourteen (14) days of being so directed or requested, to give notice of a special general meeting, any member of the Board of Management or other person requesting the meeting may call it.
- (c) The only business which may be discussed at a special general meeting is the business set out in the notice of meeting.

15) Procedure for General Meetings

- (a) General meetings include both the annual general meeting and special general meetings.
- (b) Notice of general meetings must be given as follows:
 - i. if a special resolution has been proposed, that is, a resolution to amend the statement of purposes, the Rules, the name of the Association, or in relation to the winding up of the Association, at least twenty one (21) days' notice, specifying the intention to propose the resolution as a special resolution;
 - ii. in any other case, at least fourteen (14) days' notice.
- (c) The quorum at a general meeting is six (6) of the members personally present. The quorum at an adjourned annual general meeting is five members personally present.
- (d) The Co-chairs have the right to preside at all general meetings, but if the Co-chairs do not wish to do so, or are absent from the meeting, the meeting must elect a person to preside.
- (e) A special resolution is carried if at least three quarters of the members present and entitled to vote, vote in favour of it.
- (f) Any other resolution is carried if a simple majority of the members present and entitled to vote, vote in favour of it.
- (g) 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 demanded.
- (h) The person presiding at a general meeting may adjourn the meeting and determine the place and time at which the meeting is to resume. The only business which may be discussed at an adjourned general meeting is the unfinished business at the time of adjournment.
- (i) A member entitled to vote cannot appoint a proxy to represent that member at a general meeting and shall have one vote only which shall be exercised personally.
- (j) The person presiding at a general meeting may determine any matter of procedure not referred to in this rule.

16) Finance and Bank Account

- (a) The funds of the Association may be derived from subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Board of Management may determine.

- (b) All money received for or on behalf of the Association must be deposited in a bank account or accounts in the name of the Association. All cheques must be signed by two members of the Board of Management appointed by the Board of Management for that purpose.
- (c) All payments in excess of twenty five dollars must be made by cheque.
- (d) The Treasurer is responsible for the keeping of the financial books and records of the Association, and must present to each meeting of the Board of Management a report of the financial transactions of the Association since the last Board of Management meeting.
- (e) The Treasurer must present an audited balance sheet to the Annual General Meeting.

17) Books and Records

- (a) The Secretary is responsible for the books records and securities of the Association, other than the financial books and records.
- (b) A member may inspect the books and records of the Association on giving reasonable notice to the person responsible for the relevant documents in accordance with the Rules.
- (c) The Secretary shall keep a Minute Book and proper entries made of all business transacted at every meeting of the Association (including Board of Management Meetings, Sub-Board of Management meetings and General Meetings) shall be made therein.

18) Winding Up

- (a) Subject to:
- (b) if the Association is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the members, but must be transferred to an institution or institutions:
 - i. having similar purposes to those of the Association; and
 - ii. which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Association under or by virtue of this Rule and the following Rules;
 - iii. which is determined in accordance with a special resolution at a general meeting of the Association, or, in the absence of such a resolution, by the Commissioner for Corporate Affairs or his successor.

- (c) In the case of the **WILDCARE** Gift Fund being wound up, any surplus assets from the Gift Fund are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

19) Prohibition of Distribution to Members

- (a) The income and the property of the Association must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in these Rules.
- (b) No portion of the income or property of the Association may be distributed directly or indirectly to or amongst the members of the Association.
- (c) Nothing in this Rule prevents the payment in good faith:
 - i. of interest to any member in respect of money advanced by that member to the Association, or otherwise owing to that member;
 - ii. of remuneration to any officer or employee of the Association;
 - iii. to any member of the Association or other person in respect of services actually rendered to the Association;
 - iv. to any member of out of pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Association, reasonable and proper rent for premises let to the Association or the provision of services by the member, to which that member would be entitled in accordance with the purposes if he were not a member.
- (d) Nothing in this Rule prevents the funding in good faith of a research project to be undertaken by a member.

20) Changes to the Rules & Objectives

- (a) The Rules and Objectives can only be changed by special resolution of the members at a general meeting. At least twenty-one (21) days notice of the proposed resolution must be given, including notice of the intention to propose it as a special resolution. A special resolution must be approved by at least three-quarters of the members who are present and who vote.

21) Common Seal

- (a) The Common Seal of the Association must be kept by the Secretary. The Board of Management must authorise the affixing of the Common Seal to any document, and it must be affixed in the presence of two members of the Board of Management.

22) Notice to Members

- (a) Any notice to a member required by these Rules is sufficient if posted or delivered to the last address of that member notified in writing to the Secretary. Notice to a member is deemed to have been received on the second day after it was posted.

23) Discipline of Members

- (a) A member of the Association may be expelled, suspended or warned if, in the opinion of the Board of Management, the member has engaged in conduct which is prejudicial to the name of the Association.
- (b) If a motion is proposed at a meeting of the Board of Management that a named member be disciplined, the motion must not be dealt with at that meeting.
- (c) The motion must be placed on the agenda of a meeting of the Board of Management to be held not less than fourteen (14) days later, at which the only business must be the deferred motion.
- (d) The Secretary must notify the member, at least ten (10) days prior to the second meeting, that a motion has been proposed to discipline the member.
- (e) The notice must give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence or to both submit a statement and attend and speak.
- (f) The Board of Management, at the later meeting, must consider any statement submitted, and hear the member, if present and wishing to be heard.
- (g) A motion to discipline the member, and a motion in relation to the penalty to be imposed, is not carried at that meeting unless an absolute majority of members of the Board of Management votes in favour of the resolution.
- (h) There is no appeal from a decision of the Board of Management to a general meeting.

24) Disclosure of Interest by Members

- (a) A member of the Association who has an interest in any contract or arrangement made or proposed to be made by the Association shall disclose his or her interest at the first meeting of the Association at which the contract or arrangement is first taken into consideration, if his or her interest then exists, or, in any other case, at the first meeting of the Association following that person acquiring an interest in the contract or arrangement.
- (b) If a member of the Association becomes interested in a contract or arrangement after it is made or entered into by the Association he or she shall disclose his or her interest at the first meeting of the Association after he or she becomes interested.

- (c) No member of the Association shall vote as a member of the Association 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.

25) Validation of Acts of the Board of Management

- (a) If it afterwards discovered that there was some defect in the appointment or election of a person as a member of the Board of Management, or that a person so appointed or elected was ineligible, all acts done at any meeting of the Board of Management or of a sub-Board of Management or by any person acting as a member of the Board of Management are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Board of Management.

26) Indemnity

- (a) Every member of the Board of Management, member of the Association, auditor, employee or agent of the Association, must be indemnified out of the property of the Association against any liability incurred by that person in that capacity in defending any proceedings:
 - i. in which judgment is given in favour of that person; or
 - ii. in which the person is acquitted; or
 - iii. in connection with any application in relation to any such proceedings, in which relief is granted to that person.

27) Liability of Members and Officers

- (a) In accordance with section 27 of the Associations Incorporation Act 1964, and except as otherwise provided in the Act, a member or officer of the incorporated Association shall not, by reason only of his being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the incorporated Association or the costs, charges and expenses of the winding-up of the incorporated Association.

28) Auditor

- (a) The first auditor of the Association may be appointed by the Board of Management before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (b) If an appointment is not made at an annual general meeting the Board of Management shall appoint an auditor for the then current financial year.

- (c) Except as provided by sub-rule (a) of this rule, the auditor may only be removed from office by special resolution.
- (d) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board of Management may appoint a person to be an auditor and the person so appointed shall hold office until the next annual general meeting.

29) Meeting by Telephone or Video

- (a) A meeting of the Board of Management may be held as a telephone or video conference. The procedures set out in these Rules for a meeting of the Board of Management shall apply except that the members participating are not required to be present in the same room.