

DENMARK BIRD GROUP INC. - CONSTITUTION

Contents

1.	The name of the Association.....	2
2.	Objectives.....	2
3.	Terms Used	2
4.	Membership	3
5.	Application to Become a Member	3
6.	Members' Rights.....	3
7.	Subscriptions.....	4
8.	General Meetings	4
9.	Special General Meetings	5
10.	General Provision.....	5
11.	Election of Office Bearers.....	5
12.	Procedures at General Meetings.....	6
13.	The Committee.....	6
14.	Proxy	7
15.	Powers of the Committee	7
16.	Secretary and Treasurer.....	8
17.	Sub-Committees.....	8
18.	Group Funds.....	8
19.	Financial Records and Auditor.....	9
20.	Amendments to Constitution and Rules.....	9
21.	Membership of the Group may be terminated upon	9
22.	Suspension or Expulsion of Members	10
23.	Resolving Disputes	11
24.	Mediation	12
25.	Common Seal.....	14
26.	Dissolution of the Group.....	14

1. The name of the Association

The name of the Association shall be the Denmark Bird Group Inc.

2. Objectives

The principal objectives of the Group are:

- a) Conduct regular bird outings for members and guests.
- b) Advocate for the conservation and protection of birds and their habitats.
- c) Be active in citizen science projects aimed at the benefit of birds.
- d) Undertake programs and events towards increasing community awareness and knowledge of birds and their habitats.

The Group is a Not for Profit Association. The property and income of the association must be applied solely towards the promotion of the objectives of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objectives.

3. Terms Used

In these Rules words importing the singular shall include the plural. Unless the contrary intention appears:

“Act” means the Associations Incorporation Act 2015;

“Association” means the incorporated association to which these Rules apply;

“Books”, of the Group, include the following —

- (a) a register of members;
- (b) financial records, statements or reports, however compiled, recorded or stored;
- (c) invoices, receipts, orders for the payment and other documents of a like nature;
- (d) any other record of information.

“Commissioner” means the person for the time being designated as the Commissioner under Section 153 of the Act;

“Committee” means the management committee of the Group, duly elected for the time being in accordance with these Rules;

“Convenor” means the Committee Member holding office as the chairperson of the Group;

“Financial year” of the Group means from the first of July each year, until the following 30th of June;

“General Meeting”, of the Group, means a meeting of the Group that all Members are entitled to receive notice of and to attend;

“Group” means the Denmark Bird Group being the incorporated association to which these Rules apply;

“Member” means a person (including a body corporate) as described in clause 4.2(a);

“Junior Member” means a person as described in clause 4.2(b);

“Register of Members” means the register of members referred to in section 53 of the Act;

“Rules” means these rules of the Association, as in force for the time being;

“Special General Meeting” means a general meeting of the Group, as defined below, called in accordance with Rule 9 hereunder, at which only business that has been described in the notice may be transacted;

“Tier 1 association” means an incorporated association to which section 64(1) of the Act applies;

4. Membership

- 4.1 The Group shall keep an up to date Register of Members and this register must be available for inspection on request of any person so authorised in writing by the Committee.
- 4.2 Subject to Rule 5 (b) membership of the Group shall be open to all persons who share the objectives of the Group as described in Rule 2 and consist of the following membership categories:
- (a) Member – Persons over 18 years of age.
 - (b) Junior Member – a person under the age of 18 years. Junior Members shall not be entitled to hold any office or vote at any meeting of the Group.

5. Application to Become a Member

- (a) Any person desiring to become such a Member or Junior Member of the Group shall sign an application form provided. When the Secretary receives the application form the candidate’s name will be placed before the Committee. The applicant will then be accepted or denied Membership by a vote of the Committee.
- (b) The Committee shall have the right to refuse to admit any person to Membership without assigning any reason for doing so.
- (c) Members and Junior Members of the Group shall be entitled to the privileges and be bound by its Rules and all consequences resulting from a breach or non-performance thereof and shall indemnify every person concerned in enforcing such Rules from all personal responsibility or legal liability for any breach thereof by that Member or Junior Member.

6. Members’ Rights

- (a) The rights and privileges of Members and Junior Members are personal and cannot be transferred to any other person whether by their act or through operation of law and such rights and privileges shall terminate forthwith on cessation of Membership whether by death or otherwise.
- (b) A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Group.

7. Subscriptions

The annual subscription (if any) for Membership of the Group shall be set by majority vote of the Committee prior to the commencement of the financial year. Notice of the membership fees and subscriptions shall be notified to the Members, via email. Subscriptions (if any) are due from the first day of July in each year and are payable on or before the 30th September following.

8. General Meetings

The Annual General Meeting of Members shall be held every calendar year within four months of 1st July. Notice of the meeting and agenda items including special notices of motion must be sent by email to all Members not less than 14 days before the date of the meeting. At this meeting:

- (i) the Convenor shall present a report on behalf of the Committee;
- (ii) the Treasurer shall present the Group's statement of accounts and balance sheet for the past year, duly audited;
- (iii) other business may be transacted in accordance with these Rules.

Fifteen percent (15%) of Members shall constitute a quorum at a General Meeting or Special General Meeting. The Chairman of the meeting shall be the Group Convenor or, in their absence, a person nominated and elected by the Members present.

In the case of insufficient Members being present to form a quorum after 30 minutes following the advertised start time for an Annual General Meeting, the meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

The order of business at the Annual General Meeting shall be as follows:

- (a) Reading notice of meeting.
- (b) Reading, confirming or amending the Minutes of the last Annual Meeting or any other General Meeting not yet confirmed.
- (c) Presentation, discussion and adoption or otherwise of the Convenor's Report.
- (d) Presentation and reception or otherwise of Statement of Accounts and Balance Sheet.
- (e) Other business for which a Notice of Motion has been provided to the Secretary. See Clause 12b.
- (f) Election of the Committee.
- (g) To confirm or vary the membership fees, subscriptions and other amounts (if any) to be paid by Members.
- (h) Other Business.

9. Special General Meetings

The Committee may at any time call a Special General Meeting by giving not less than 14 days notice to Members by email.

A Special General Meeting shall also be called by the Committee on a requisition signed by no less than twenty percent (20%) of Members stating in detail the purpose of the meeting. Notice of the meeting and a copy of the requisition shall be forwarded to Members by email at least seven days before the date of the said meeting. Only business, of which notice shall have been given as above, or in accordance with these Rules, shall be transacted at a Special General Meeting.

Fifteen percent (15%) of Members shall form a quorum at any Special General Meeting. In the case of insufficient Members to form a quorum being present after 30 minutes following the advertised start time the meeting shall lapse.

10. General Provision

- (a) These Rules shall be the Rules of the Group and shall be binding on Members and Junior Members.
- (b) No Member or Junior Member shall be entitled to take any legal action against the Group (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General meeting to which they may appeal.
- (c) Correct accounts and books shall be kept showing the financial affairs of the Group and the particulars usually shown in books of accounts of a like nature.
- (d) The Group's assets and equipment are to be provided and maintained from the funds of the Group and no person shall be entitled under these Rules to derive any benefit or advantage from the Group which is not shared equally by every Member thereof.

11. Election of Office Bearers

- (a) The management of the Group shall be vested in a Committee consisting of the number of persons allowed under clause 13(a), each person elected for a one-year term, with all the Committee being elected each year.
- (b) The annual election of officers shall be by ballot at each Annual General Meeting. The positions on the Committee of Convenor, Deputy Convenor, Secretary, Treasurer and Committee Members shall be as determined by the vote of Members at the Annual General Meeting.
- (c) Nominations for positions on the Committee may be accepted at the Annual General Meeting.
- (d) If no more than the required number of officers are nominated, those so nominated shall be declared elected.
- (e) If there are insufficient nominations to fill all the vacant positions, those nominated shall be declared elected and shall have power to fill the vacancies and any casual vacancies that may occur.

12. Procedures at General Meetings

- (a) The Chairperson shall have the casting vote and shall decide all questions of order unless otherwise provided by these Rules.
- (b) All Notices of Motion for consideration at the Annual Meeting must be handed to the Secretary in writing or by email no less than 7 days prior to the date set for the meeting.

13. The Committee

- (a) The Committee shall comprise the following positions:
 - (i) Convenor
 - (ii) Deputy Convenor
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Not more than 8 (eight) other Members.
- (b) The quorum at all Committee meetings shall be 5 Members.
- (c) There shall be not less than 9 Committee meetings per year. Committee meetings may be called by the Convenor, Secretary or on the request of three Members of the Committee.
- (d) No Member of the Committee shall be held to have resigned their position until their written resignation has been accepted by the Committee.
- (e) Any vacancy occurring in the Committee shall be filled at a meeting of the Committee when a Member shall be elected to fill such a vacancy until the next election provided the Member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
- (f) The Convenor or Deputy Convenor shall preside at all meetings of the Committee of the Group. Should neither be present, the meeting shall elect a Chairperson. All resolutions of the Committee shall be decided by a majority vote of all those present. In the case of equality of votes, the proposal before the Committee shall be decided in the negative. The Convenor or, in their absence, the acting Convenor shall be authorised to speak on behalf of the Group.
- (g) If at a Committee Meeting where there is no quorum and matters arise which require urgent attention, the Convenor, Deputy Convenor or Secretary - together with at least two (2) other Committee Members - shall have the power to act on the urgent business and such persons shall submit a report of the action taken to the next Committee meeting.

14. Proxy

Every Member entitled under these Rules to vote at any General or Special meeting (the voting Member) shall be entitled to appoint by proxy another Member to vote on their behalf (the proxy voter) at any meeting provided:

- (a) the voting Member is unable to attend the meeting;
- (b) that written notice of the appointment of the proxy voter shall be given to the Secretary prior to the commencement of the meeting; and
- (c) a proxy voter shall only be entitled to vote at the next meeting and the proxy shall lapse thereafter.

15. Powers of the Committee

The business of the Group shall be managed by the Committee, who may exercise all powers of the Group, except those required to be exercised by the Group at a General Meeting.

Without prejudice to the powers conferred by the last preceding Rule, the Committee shall have power to do the following things:

- (a) Purchase or otherwise acquire books, newsletters or periodicals and dispose of them as it may see fit.
- (b) Delegate (subject to such conditions as it thinks fit) any of its powers to sub committees consisting of such Members of the Group co-opted for the purpose as it may determine, and to make regulations as to the proceedings of such sub Committees.
- (c) Regulate and control its own meetings and the transaction of business thereat.
- (d) In accordance with the Rules, suspend or expel any Member.
- (e) Regulate the use and management of the Group property, the admission of Members and the conduct of the Group and its affairs generally.
- (f) Do and perform any other act in connection with the management of the Group not required by these Rules to be done by the Group in General Meetings.
- (g) Every Member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by them in good faith on behalf of the Committee and the Committee may use the funds of the Group for any such purpose required, together with any reasonable expenses incidental to Committee activities.
- (h) A Member of the Committee who has any direct or indirect pecuniary interest in any matter under contemplation by the Committee, shall, as soon as they become aware of their interest, disclose the nature and extent of such interest to the Committee and shall not take part in any deliberations or decision of the Committee with respect to that matter.

16. Secretary and Treasurer

- (a) It shall be the duty of the Secretary and the Treasurer to conduct the affairs of the Group under the directions of the Committee, and to keep the Books provided for that purpose correctly. The Secretary shall keep full and accurate minutes of the proceedings of all meetings of Members as well as meetings of the Committee which shall be produced to the Committee at every meeting thereof. The Secretary shall be responsible for the safe custody of such Books, minutes and other records.
- (b) The Treasurer shall keep a Book of accounts on electronic equipment showing the financial affairs of the Group and the particulars usually shown in books of accounts of a like nature. The Treasurer shall be responsible for the safe custody of such Book of accounts and other financial records.
- (c) The Secretary or another Member shall enter into electronic equipment, in a form approved by the Committee, the names in full and the addresses of all Members of the Group.
- (d) Should either the Secretary or Treasurer refuse to act in accordance with the demands of the Committee, or act in any way incompatible with their respective duties, the Committee shall have the power to dismiss them from office and appoint an acting Secretary or acting Treasurer.

17. Sub-Committees

The Committee may delegate any of its powers to sub-committees consisting of such Members as it thinks fit, provided that no act of any sub-committees shall be binding on the Committee or Group until ratified by the Committee. Each sub-committee shall have a delegated spokesperson who shall report to and be responsible to the Committee.

18. Group Funds

- (a) The funds of the Group may be derived from membership fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- (b) The Group must open and maintain an account or accounts (see Section 18 (f)) in the name of the Group with a financial institution from which all expenditure of the Group is made (by electronic transfer) and into which all funds received by the Group are deposited.
- (c) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Group.
- (d) The committee may authorise the Treasurer to expend funds on behalf of the Group up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (e) All funds of the Group must be deposited into the Association's account within 5 working days after their receipt.
- (f) Accounts may be established as "Special Purpose Accounts" to receive and distribute funds for a designated purpose.

19. Financial Records and Auditor

- (a) Subject to the approval of the Commissioner the Group shall be a Tier 1 association as defined in the Act and shall keep its accounts on a cash basis.
- (b) The Group shall prepare financial statements in relation to the Group as required under Part 5 Division 3 of the Act.
- (c) The auditor shall be elected at the Annual Meeting and shall audit the accounts and have power at any time to call for all Books relating to the affairs of the Group.

20. Amendments to Constitution and Rules

- (a) The creation of new Rules and the alteration, amendment, suspension or repeal of any existing Rule, may be done only at a General Meeting and shall require a three-quarters majority vote of the Members present.
- (b) Notice of motion to repeal, alter or suspend any Rule or to create a new Rule shall be given to the Secretary at least 21 days preceding the next Committee Meeting at which the motion is to be discussed. The Secretary shall forward the proposal to the Group by email at least 14 days prior to such meeting.
- (c) Any Member may put to the Committee in writing a request for the alteration or amendment of, or for an addition to, any part of the Constitution or Rules of the Group.

The Committee shall consider any such request and shall consult with such persons and take such advice as it thinks fit. It shall then either:

- (i) draft an amendment, alteration or addition to be put to the Membership at the next Annual or Special General Meeting, or
 - (ii) if it considers the proposed change to be unnecessary or unworkable, advise the Member who submitted the request that it does not propose to take any action, and its reasons for so deciding.
- (d) Within one month after the making of any amendment or addition to the Rules of the Group, the Committee shall send or deliver to the Consumer Protection branch of the Department of Mines, Industry Regulation and Safety a certified copy of the amendment or alteration. No effect will be given to the amendments without the approval of the Department.

21. Membership of the Group may be terminated upon

- (a) Receipt by the Secretary or another Committee Member of a notice in writing from a Member of their resignation from the Group; or
- (b) Non-payment by a Member of their subscriptions (if any) within the prescribed timescale required for payment in accordance with Rule 7; or
- (c) Expulsion of a Member in accordance with Rule 22.

Any Member whose Membership is terminated for whatever reason, shall lose, and forfeit to the Group all interest and benefit in the funds and property of the Group and all rights attaching to Membership.

22. Suspension or Expulsion of Members

- 22.1 The Committee may decide to suspend a Member's Membership or to expel a Member from the Group if:
- (a) the Member contravenes any of these rules; or
 - (b) the Member acts detrimentally to the interests of the Group.
- 22.2 The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- 22.3 The notice given to the Member must state:
- (a) when and where the Committee meeting is to be held;
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- 22.4 At the Committee meeting, the Committee must:
- (a) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
 - (b) give due consideration to any submissions so made; and
 - (c) decide
 - (i) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or
 - (ii) whether or not to expel the Member from the Group.
- 22.5 A decision of the Committee to suspend the Member's Membership or to expel the Member from the Group takes immediate effect.
- 22.6 The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- 22.7 A Member whose Membership is suspended or who is expelled from the Group may, within 14 days after receiving notice of the Committee's decision under subrule 22.6, give written notice to the Secretary requesting the appointment of a mediator under rule 24.2.
- 22.8 If notice is given under subrule 22.7, the Member who gives the notice and the Committee are the parties to the mediation.

22.9 Consequences of suspension

22.9.1 During the period a Member's Membership is suspended, the Member

- (a) loses any rights (including voting rights) arising as a result of Membership; and
- (b) is not entitled to a refund or return of any donations paid to the Group.

22.9.2 When a Member's Membership is suspended, the Secretary or another Member of the Committee must record in the Register of Members

- (a) that the Member's Membership is suspended;
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

22.10 When the period of the suspension ends, the Secretary or another Member of the Committee must record in the Register of Members that the Member's Membership is no longer suspended.

23. Resolving Disputes

23.1 Terms used in this Rule

- (a) *Grievance Procedure* means the procedure set out in this Rule;
- (b) *Party to a dispute* includes a person:
 - (i) who is a party to the dispute, and
 - (ii) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

23.2 Application of Rule

The procedure set out in this Rule (the Grievance Procedure) applies to disputes:

- (a) between Members; or
- (b) between one or more Members and the Group.

23.3 Parties to attempt to resolve dispute

The Parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each Party.

23.4 How Grievance Procedure is started

23.4.1 If the Parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 23.3 any Party of the dispute may start the Grievance Procedure by giving written notice to the other Party details of the matters that are the subject of the dispute.

23.4.2 Within 28 days after the Secretary is given the notice, a meeting of the Committee must be convened to consider and determine the dispute.

23.4.3 The Secretary must give each Party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

23.4.4 The notice given to each Party to the dispute must state:

- (a) when and where the Committee meeting is to be held; and
- (b) that the Party, or the Party's representative, may attend the meeting and will be given reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

23.4.5 If:

- (a) the dispute is between one or more Members and the Group; and
- (b) any Party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree with the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under rule 24.2,

the Committee must not determine the dispute.

23.5 Determination of dispute by Committee

23.5.1 At the Committee meeting at which a dispute is to be considered and determined, the Committee must:

- (a) give each Party to the dispute, or the Party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute;
- (b) give due consideration to any submission so made; and
- (c) determine the dispute.

23.5.2 The Committee must give each Party to the dispute written notice of the Committee's determination, and the reason for the determination, within 7 days after the Committee meeting at which the determination is made.

23.5.3 A Party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule 23.5.1(c), give written notice to the Secretary requesting the appointment of a mediator under rule 24.2.

23.5.4 If notice is given under subrule 23.5.3, each Party to the dispute is a Party to the mediation.

24. Mediation

24.1 Application of Rule.

24.1.1 This rule applies if written notice has been given to the Secretary requesting the appointment of a mediator

- (a) by a Member under rule 22.7, or
- (b) by a Party to a dispute under rule 23.4.5(b)(ii) or 23.5.3.

24.1.2 If rule 24 applies, a mediator must be chosen or appointed under subrule 24.2.

24.2 Appointment of mediator

24.2.1 The mediator must be a person chosen

- (a) if the appointment of a mediator was requested by a Member under rule 22.7 - by agreement between the Member and the Committee; or
- (b) if the appointment of a mediator was requested by a Party to a dispute under rule 23.4.5(b)(ii) or 23.5.3 - by agreement between the Parties to the dispute.

24.2.2 If there is no agreement for the purposes of subrule 24.2.1, the Committee must appoint the mediator.

24.2.3 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by

- (a) a Member under rule 22.7, or
- (b) a Party to a dispute under rule 23.4.5(b)(ii), or
- (c) a Party to a dispute under rule 23.5.3 and the dispute is between one or more Members and the Group.

24.2.4 The person appointed as mediator by the Committee may be a Member or a former Member of the Group but must not

- (a) have a personal interest in the matter that is the subject of the mediation; or
- (b) be biased in favour for or against any Party to the mediation.

24.3 Mediation Process

24.3.1 The Parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

24.3.2 Each Party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

24.3.3 In conducting the mediation, the mediator must

- (a) give each Party to the mediation every opportunity to be heard;
- (b) allow each Party to the mediation to give due consideration to any written statement given by another Party; and
- (c) ensure that natural justice is given to the Parties to the mediation throughout the mediation process.

- 24.3.4 The mediator cannot determine the matter that is the subject of the mediation.
- 24.3.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 24.3.6 The costs of the mediation are to be paid by the Party or Parties to the mediation that requested the appointment of the mediator.
- 24.4 If mediation results in decision to suspend or expel being revoked. If:
- (a) mediation takes place because a Member whose Membership is suspended or who is expelled from the Group gives notice under rule 22.7; and
 - (c) as a result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked, that revocation does not affect the validity of any decision made at a Committee meeting or a General Meeting during the period of suspension or expulsion.

25. Common Seal

The Group shall not have a common seal.

26. Dissolution of the Group

If upon winding up or dissolution of the Group there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to one or more Incorporated Association as listed below, in the proportions as decided by the retiring Committee.

- The Denmark Environment Centre Inc., or
- The Wilson Inlet Catchment Committee Inc., or
- Birdlife Western Australia Inc., or
- another not for profit organisation incorporated under the Act with similar objectives to those of the Group.