



# CONSTITUTION



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*Endorsed 17th October, 2017.*

## 1. NAME

The name shall be PROJECT NUMBAT INCORPORATED.

Hereafter in this document it shall be referred to as PROJECT NUMBAT.

## 2. MISSION

*Community awareness and involvement in the conservation of the Numbat.*

## 3. OBJECTIVES OF PROJECT NUMBAT INCORPORATED

The OBJECTIVES of PROJECT NUMBAT shall be:

- a. To enhance efforts to conserve the numbat and its natural habitat.
- b. To assist the Numbat Recovery Team with conservation activities including research and reintroduction programs.
- c. To assist in the protection and restoration of current and former numbat habitat.
- d. To promote and assist landholder participation in feral animal control programs, in cooperation with the relevant Government Agencies.
- e. To promote and assist community awareness of the numbat and the need to support its recovery via the media, schools, local shows etc.
- f. Develop collaborations with other community organisations and action groups with similar objectives to pool resources to achieve identified outcomes.
- g. To undertake fundraising activities to support numbat conservation.
- h. Undertaking education and community awareness programs promoting the significance of the numbat and its habitat.
- i. Supporting on-ground work that directly assists the conservation of the numbat and its associated habitat.
- j. To establish and maintain a public fund to be called the NUMBAT CONSERVATION FUND for the specific purpose of supporting the objectives of Project Numbat. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The NUMBAT CONSERVATION FUND must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- k. The property and income of PROJECT NUMBAT shall be applied solely towards the promotion of the objects or purpose of PROJECT NUMBAT and no part of that property or income may be paid or otherwise distributed, directly or indirectly, by way of dividend, bonus or by way of profit to members, directors, or trustees of PROJECT NUMBAT, except in good faith in the promotion of those objects or purposes.
- l. Remain apolitical so as to not harm future collaborations with stakeholders or harm the reputation and brand of PROJECT NUMBAT.



## 4. COMMITTEE OF MANAGEMENT

- a. The business and affairs of PROJECT NUMBAT shall be under the management of the Committee, provided however that except in the case of extreme urgency, the Committee shall not take any action contrary to decisions made at a General meeting.
- b. The Committee shall consist of:
  - i. Chairperson (President)
  - ii. Vice Chairperson (Vice President)
  - iii. Secretary
  - iv. Treasurer
  - v. At least 5 and not more than 9 other Members.
- c. The Committee shall arrange:
  - i. All activities for the purpose of achieving the objectives of PROJECT NUMBAT
  - ii. All ordinary meeting dates
  - iii. All social functions organised by PROJECT NUMBAT
  - iv. Employment of paid staff
  - v. Fund raising
- d. The election of the Committee for the ensuing twelve months shall take place at the Annual General Meeting.
- e. All members of the Committee must be financial members of PROJECT NUMBAT.
- f. Should any vacancy occur on the Committee of PROJECT NUMBAT other than in the normal course of elections, the vacancy shall be filled by a financial member appointed by the Committee and that person shall hold office for the unexpired portion of the predecessor's term.
- g. Nomination for each candidate for election to the Committee shall be proposed by another financial member at the Annual General Meeting. Contested offices shall be subject to ballot by members present and voting thereon.
- h. The committee shall make any such arrangements as they believe necessary for purchasing goods in connection with the general running of PROJECT NUMBAT or for catering.
- i. The Committee shall have the power to delegate to a sub-committee, to deal with any such matters as the Committee deems fit.
- j. If a committee member misses 2 consecutive meetings without reasonable reason,

they may be asked to resign and a replacement person appointed.

- k. It is a requirement that committee members have access to email to enable efficient running of the operations of Project Numbat.
- l. Committee members must declare any perceived, potential or real conflict of interest in their dealings with Project Numbat.
- m. Upon appointment members of the Executive committee will be required to undertake a police clearance or submit a police clearance to PROJECT NUMBAT that is no older than four months.
- n. PROJECT NUMBAT will bare the cost of the police clearance.
- o. All newly appointed committee members are required to sign a confidentiality declaration.
- p. Any PROJECT NUMBAT member that assists in the delivery of the objectives is required to work under the guidance of a committee member.

## **5. MEMBERSHIP OF PROJECT NUMBAT**

- a. Any person and institution interested in PROJECT NUMBAT and the aims it embraces shall be eligible for membership.
- b. All adult members shall be permitted to hold office, vote and take part in business procedures at meetings of PROJECT NUMBAT.
- c. Membership fees shall be reviewed at the Annual General Meeting in each year.  
Current fee structure:
  - i. Individual - \$20 for a 1 year membership, \$50 for a 3 year membership, \$85 for a 5 year membership.
  - ii. Family Membership – \$40 for a year, \$100 for 3 years and \$170 for 5 years.
  - iii. Corporate Membership - \$150 for a year
- d. A properly constituted Annual General Meeting or Special Meeting may appoint any person as an honorary member of PROJECT NUMBAT in recognition of services rendered.
- e. Upon any person ceasing to be a member of PROJECT NUMBAT for any reason whatsoever, he/she shall not be entitled to the return of his/her membership subscription or any portion thereof.

- f. The committee may suspend, expel, punish or otherwise deal with any member whose conduct is, in its opinion, injurious to the interests of PROJECT NUMBAT. The grievance procedure as per Clause 20 will be followed.

## 6. REGISTRATION OF MEMBERS

- a. The Secretary shall on behalf of PROJECT NUMBAT keep and maintain the register of members of the said Group.
- b. The Secretary shall cause the name of the person who dies or ceases to be a member under Clause 4 (f) of PROJECT NUMBAT constitution, to be deleted from the register of the members of PROJECT NUMBAT.
- c. Any member who delivers notice in writing of his or her resignation from PROJECT NUMBAT shall have his or her name deleted from the register by the Secretary.
- d. All PROJECT NUMBAT members will renew their membership on the date of their anniversary of joining.

## 7. DUTIES OF THE EXECUTIVE

Unless otherwise determined by the Committee, the duties of the President, Secretary and Treasurer shall be:-

- a. THE PRESIDENT
  - i. The President of PROJECT NUMBAT shall be the Chairperson at all General Meetings. Should the President not be present, then the Vice President shall take the chair
  - ii. At all meetings the Chairperson's decision on all points of order shall be final.
  - iii. The Chairperson shall have a casting vote in addition to his or her deliberate vote.
  - iv. The Chairperson shall ensure that the minutes taken in any official meeting are checked and signed as correct by the Chairperson of the next official meeting to which those minutes relate.
- b. THE SECRETARY shall:
  - i. Carry out his or her duties under the direction of the Committee
  - ii. Keep a true and accurate record of all minutes of all meetings
  - iii. Coordinate the correspondence of PROJECT NUMBAT
  - iv. Issue notices of all meetings
  - v. Have custody of all books, documents, records and registers (Clause 5 a),

other than those to be kept and maintained by the Treasurer or those kept by Committee members holding specific positions with documents that relate specifically to that position.

- c. THE TREASURER shall:
  - i. Be responsible for the receipt of all moneys paid to or received by PROJECT NUMBAT present and issue receipts for the same.
  - ii. Pay all moneys received by PROJECT NUMBAT into such accounts as the Committee directs.
  - iii. Make payments from the funds of PROJECT NUMBAT with the authority the Committee or President and in doing so ensure the details are recorded in the meeting minutes.
  - iv. Present a financial statement of the current affairs of PROJECT NUMBAT at each general meeting and keep proper books of account of all moneys received and disbursed, and generally perform all such duties as the Committee directs.
  - v. Have custody of all securities, books and documents of a financial nature and be responsible for having the accounts audited by a qualified Auditor (not a member of PROJECT NUMBAT) and present an audited financial statement at each Annual General Meeting.

## **8. COMMITTEE MEETINGS**

- a. The Committee shall meet as often as required to conduct the business of PROJECT NUMBAT.
- b. Any member of the Committee shall have the power to call a meeting of the said Committee.
- c. The quorum for a Committee Meeting shall be three (3) members present in person or taking part by teleconference via audio, video or computer connection and shall include one of the following: President, Vice President, Secretary or Treasurer.
- d. The Secretary is to issue notice of Committee Meetings seven (7) days prior to the Meeting.
- e. Each Committee member has a deliberate vote and the Chairperson has an additional casting vote if required.

## 9. ANNUAL GENERAL MEETINGS

- a. The Annual General Meeting (hereafter to be referred to as the AGM) of PROJECT NUMBAT shall be held on a date to be decided by the Committee within four calendar months of the end of PROJECT NUMBAT'S financial year.
- b. Members shall be given notice by the Secretary, at least fourteen days prior to the meeting date.
- c. The QUORUM for the AGM shall be nine (9) persons present.
- d. If at any AGM there be no quorum within thirty minutes of the time appointed for the meeting, then the meeting shall lapse and another meeting date shall be set by the Committee to be held within thirty (30) days. If the next meeting is attended by no more people than the first scheduled AGM, the number of people at the subsequent meeting becomes the quorum for that meeting.
- e. Subject to these rules, each member present in person or by proxy at an AGM is entitled to a deliberate vote.
- f. Duties of the Chairperson, Secretary and Treasurer shall be subject to the rules covered under Clause 7.
- g. The election of a Committee for the ensuing twelve months shall take place at the AGM, together with any other business mentioned in the notice paper concerning the meeting.
- h. Nomination of each candidate for election as an office bearer shall be proposed by another financial member at the AGM. Contested offices shall be subject to ballot at the AGM by members present and voting thereon.
- i. The Annual Finance Report and audited balance sheet shall be submitted to members at the AGM (Clause 7 c.v.)
- j. The AGM or a Special General Meeting may make by-laws or amendments to the Constitution if necessary and desired for the proper administration of PROJECT NUMBAT. These amendments must be made by special resolution and passed by a majority of 75% of the members at a general meeting. Notice of motion for Constitutional changes must be provided to members at least seven (7) days prior to the meeting, as per Clause 10 g) at which they will be decided.



## 10. GENERAL AND SPECIAL MEETINGS

- a. A General or Special Meeting may be conducted at the request of any of the Executive of PROJECT NUMBAT or at written request from 5% of its financial members.
- b. The date for this meeting shall be within thirty (30) days of the request and notice shall be given to members by the Secretary, at least seven (7) days prior to the meeting.
- c. If a Special Meeting is not convened within a thirty (30) day period of a written request, the requestor may convene a Special Meeting for the purpose specified in that request.
- d. Any General or Special Meeting shall have a quorum of at least seven (7) members present in person.
- e. Rules governing General or Special Meetings shall be the same as those governing the AGM with the exception of:
  - i. Clause 9 (b, c, g, h, i, and j)
  - ii. Clause 7 c. v.
- f. The quorum must include one of the following; Chairperson, Vice Chairperson, Secretary or Treasurer at General, Special Meetings and AGMs.
- g. Documentation to support General, Special Meetings and AGMs will be provided to members via their email address and/or the Project Numbat website.
- h. Minutes and/or agendas for General meetings will only be sent to Committee members and can be sent to members upon request.

## 11. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a committee member and that office becomes vacant if the committee member: -

- a. dies;
- b. resigns by notice in writing delivered to the chairperson or if the Committee member is the Chairperson, to the Vice Chairperson and that resignation is accepted by resolution of the Committee;
- c. is convicted of an offence under the Act;

- d. is permanently incapacitated by mental or physical ill- health;
- e. is absent from more than -
  - 2 consecutive Committee meetings; or
  - i. 3 Committee meetings in the same financial year without tendering an apology
  - ii. to the person presiding at each of those Committee meetings;

## **12. FINANCE**

- a. The financial year shall end on the 30th June of each calendar year.
- b. Committee members working under the objectives of PROJECT NUMBAT are entitled to reimbursements for materials, hire, travel or merchandise purchased, providing permission has been granted from the Committee or President prior.

## **13. TRUSTEES**

Unless otherwise determined, the members of PROJECT NUMBAT Committee for the time being, shall be deemed to be the Trustees of the PROJECT NUMBAT to hold any property, real and personal, belonging to PROJECT NUMBAT.

## **14. DISTRIBUTION OF PROPERTY AND ASSETS UPON CESSATION OF PROJECT NUMBAT**

- a. If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.
- b. If upon winding up or dissolution of PROJECT NUMBAT no member shall be entitled to the return of her/her membership subscription or remaining portion thereof.

## **15. COMMON SEAL**

- a. PROJECT NUMBAT shall have a Common Seal on which its corporate name shall appear in legible characters.

- b. The Common Seal of PROJECT NUMBAT shall not be used without the authority of the Committee and that use shall be recorded in the minute book.
- c. The affixing of the Common Seal shall be witnessed by any two of the Executive of PROJECT NUMBAT.
- d. The Common Seal shall be kept in the custody of the Secretary.

## **16. AMENDMENTS TO THE CONSTITUTION**

This shall be the only Constitution of PROJECT NUMBAT and shall come into force forthwith and shall not be altered, varied, added to or repealed unless a special resolution has 75% of members present at the AGM, or at a meeting specially convened for that purpose, be in favour of such alteration, variation, addition or repeal (Clause 9 j).

## **17. CUSTODY OF BOOKS, DOCUMENTS, RECORDS AND SECURITIES**

All books, records, documents and securities of PROJECT NUMBAT shall be held in trust by either the Secretary or Treasurer or a committee member whose position the property applies, according to their duties (Clause 7) and shall be available for inspection by any member of PROJECT NUMBAT upon reasonable request.

## **18. REQUIREMENTS OF THE NUMBAT CONSERVATION FUND**

- a. PROJECT NUMBAT will inform the Department responsible for the environment as soon as possible if:
  - i. it changes its name or the name of the public fund; or
  - ii. there is any change to the membership of the management committee of the public fund; or
  - iii. there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- b. PROJECT NUMBAT agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- c. Any allocation of funds or property to other persons or organisations will be made in

accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

- d. Statistical information including an audited financial statement for Project Numbat and its public fund, will be provided within four months of the end of the financial year.
- e. If, on cessation of the Numbat Conservation Fund, any assets remaining after satisfaction of all debts and liabilities and the expenses incurred in cessation, those assets shall be distributed to another incorporated association with similar conservation objectives that is on the Register of Environmental Organisations.

## **19. RULES OF THE NUMBAT CONSERVATION FUND**

- a. The objective of the Fund is to support PROJECT NUMBAT'S Constitutional Objectives (Clause 3).
- b. Members of the public are to be invited to make gifts of money or property to the Fund to support the Objectives of PROJECT NUMBAT.
- 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 fund.
- d. A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- e. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- f. The fund will be operated on a not-for-profit basis.
- g. A committee of management called the 'board', appointed by PROJECT NUMBAT, of no fewer than three persons will administer the fund. The majority of these members will be "responsible persons" as defined by the Guidelines to the Register of Environmental Organisations.

## **20. GRIEVANCE PROCEDURE**

- a. The grievance procedure hereby set out, applies to disputes between member(s) and / or committee member(s) of management.

- b. The parties to a dispute must attempt to resolve the dispute between themselves in good faith and settle the dispute within fourteen (14) days after it has come to the attention of each party.
- c. If the parties are unable to resolve the dispute or if a party fails to attend that meeting, then any party may start the grievance procedure by giving written notice to the Secretary of the;
  - i. parties to the dispute; and
  - ii. matters that are the subject of the dispute.
- d. Within thirty (30) days the Secretary will issue a notice for a committee meeting to consider and determine the dispute. Notice of seven (7) days is to be given to the parties involved in the dispute and the committee and will state:
  - i. when and where the meeting is to be held; and
  - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and / or oral submissions to the committee about the dispute.
- e. If any of the parties involved in the dispute do not agree to the dispute being determined by the committee, they may request in writing the appointment of a mediator under Clause 20 h). The committee must not determine the dispute.
- f. Where a dispute is to be considered and determined by the committee, the committee must;
  - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions about the dispute
  - ii. give due consideration to any submissions made
  - iii. determine the dispute; and
  - iv. give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the meeting.
- g. A party to the dispute may, within fourteen (14) days after receiving notice of the committee's determination may give written notice to the Secretary requesting the appointment of a mediator as per Clause 20 h). If notice is given, each party to the dispute is to be part of the mediation. The notice provided must detail the matters that are the subject of the dispute for mediation.
- h. The committee will appoint a mediator who acts as a mediator for another not-for-profit body and may be a former member of PROJECT NUMBAT but must not:
  - i. have a personal interest in the matter that is the subject of the mediation; or
  - ii. be biased in favour of or against any party to the mediation.
- i. Each party to the mediation must give the mediator a written statement of the issues at least five (5) days before the mediation takes place.



- j. In conducting the mediation, the mediator must;
  - i. assist the parties to find a resolution that is in the best interests of Project Numbat
  - ii. give each party to an opportunity to be heard
  - iii. allow each party to give due consideration to any written statement given by another party
  - iv. ensure that natural justice is given to the parties throughout the mediation process
  - v. not determine the dispute that is the subject of the mediation
- k. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings regarding the subject of the mediation.
- l. The costs of the mediation are to be paid by the party(s) that requested the appointment of the mediator.
- m. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act 2015 or otherwise at law.
- n. The party(s) involved in the mediation are required to advise the committee of their determination and resolution.



## **Project Numbat Incorporated**

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