

**RULES OF THE
SOUTH AUSTRALIAN ORNITHOLOGICAL ASSOCIATION INCORPORATED**

28 OCTOBER 2022

1. Name

The name of the association is The South Australian Ornithological Association Incorporated.

2. Definitions

Act	means the Associations Incorporation Act 1985.
Association	means The South Australian Ornithological Association Incorporated.
Birds SA	is the Registered Business Name of The South Australian Ornithological Association Incorporated.
Committee	means the Management Committee of the Association, comprising the Executive and not fewer than ten nor more than twelve ordinary Committee Members.
Conservation Fund	means the Birds SA Conservation Fund.
Conservation Fund Committee	means the committee managing the Birds SA Conservation Fund.
Department	means the Commonwealth Government Department responsible for the Environment.
Executive	means the President, both Vice-Presidents, Secretary and Treasurer.
Register of Environmental Organisations	is a Commonwealth tax deductibility scheme for environmental organisations enabled under the Income Tax Assessment Act 1997. It allows eligible organisations to be endorsed as Deductible Gift Recipients by the Australian Taxation Office. Deductible Gift Recipient (DGR) status means donations made to these organisations will be tax deductible for the donor.
Registered Environmental Organisation	means an organisation listed on the Register of Environmental Organisations and endorsed as a Deductible Gift Recipient.
Special General Meeting	means a meeting called by the Committee in addition to the scheduled General Meetings and Committee Meetings.
Special Resolution	means a resolution proposed at a Special General Meeting requiring a majority as specified in the Act to be passed.

3. Association

- 3.1 The liability of the members is limited by the Act.
- 3.2 The name of the Association is **The South Australian Ornithological Association Incorporated.**
- 3.3 The registered office of the Association is **C/O The South Australian Museum, North Terrace, Adelaide, SA 5000** or as the Management Committee determines from time to time.

4. Objects

The principal objects of the Association are to:

- 4.1 promote public understanding of the importance of South Australian birds and their natural habitats;
- 4.2 support the conservation of Australian birds and their natural habitats;
- 4.3 take action, including advocacy, to maintain, protect or enhance the conservation of South Australian birds and their natural habitats;
- 4.4 develop and deliver educational programs and materials that promote the protection, conservation and appreciation of South Australian birds;
- 4.5 facilitate scientific study and research of South Australian birds and their habitats, so as to improve their conservation, and to record and publish the results of such research;
- 4.6 foster ethical bird watching, for the benefit of both people and Australian birds, and
- 4.7 maintain a public fund, called the "Birds SA Conservation Fund" for the specific purpose of supporting the Association's Objects, with a strong emphasis on 4.5 above.

5. Powers and duties of the Association

For the purpose of carrying out its objects the Association may:

- 5.1 acquire, hold, deal with, and dispose of any real or personal property;
- 5.2 administer any property on trust;
- 5.3 open and operate bank accounts;
- 5.4 invest its money in any security with due diligence and authorisation;
- 5.5 borrow any money upon such terms and conditions as the Association thinks fit;
- 5.6 give security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 5.7 appoint agents to transact any business on its behalf;
- 5.8 enter into any other contract it considers necessary or desirable;
- 5.9 award persons in recognition of their contribution to bird knowledge, conservation and the Association;

6. Membership

6.1 The classes of membership of the Association are as follows:

- (a) Individual membership;
- (b) Family membership;
- (c) Student membership;
- (d) Honorary membership;
- (e) Any other class of membership approved by the Committee from time to time

6.2 A person is eligible to apply for membership of the Association as:

- (a) An Individual member;
- (b) Family members, being members of a family living together. Family members are considered as one member for the distribution of notices and publications.
- (c) A Student member if they are a full-time student of a school or tertiary institution;

- 6.3. Honorary membership:
- (a) may be granted to a person for life for distinguished service to the Association or in the cause of ornithology generally;
 - (b) must be proposed to the Committee in writing with supporting information for consideration;
 - (c) is granted if the Committee supports the proposal and it is supported by a majority of two-thirds of members present and eligible to vote at a General Meeting.
 - (d) Honorary memberships may not exceed twelve.

6.4. Privileges of Membership

Members are eligible:

- (a) to vote at Annual General Meetings, Special General Meetings and monthly General Meetings of the Association;

Family Membership is entitled to two votes;

- (b) to be elected to the Management Committee if aged 18 years or older; and
- (c) to receive an electronic version of every issue of the Association's publications The Birder and the South Australian Ornithologist, free of charge. Members may purchase printed copies of The Birder, the South Australian Ornithologist or any other publications of the Association at prices that the Management Committee may determine.

6.5 Application for membership

- (a) An application for membership must be in a form approved by the Committee.
- (b) The Committee has discretion to determine whether an applicant will be accepted or rejected for membership. Any applicant rejected will receive a refund for any subscription fees paid upon application.

7. Subscription fees

7.1. The Annual Subscription and Annual Printed Materials Subscription payable:

- (a) will be at rates determined by the Committee from time to time, and
- (b) may vary according to membership class.

7.2 The Committee may, at its discretion, grant a subscription fee concession to a member who is experiencing financial hardship.

7.3 Subscriptions will be payable upon application for and renewal of membership. Subscriptions will be payable on the membership anniversary date, or such other date as determined by the Committee.

7.4 If a member's Annual Subscription or Annual Printed Materials Subscription is in arrears for greater than three months that member will not be entitled to the privileges of their class of membership and ceases to be a member but may be reinstated on terms that the Committee may decide.

7.5 Honorary members will not be liable for the payment of Annual Subscription or Annual Printed Materials Subscription, but will be deemed to be financial members of the Association and entitled to all the privileges of membership.

8. Register of members

8.1. A register of members must be kept and contain:

- (a) name and postal address of each member;
- (b) email address of each member (if applicable);
- (c) the phone number of each member;
- (d) the date on which each member was admitted to, or resigned from the Association;
- (e) the class of membership;
- (f) if applicable, the date of and reason(s) for termination of membership;
- (g) names of Family members, where relevant and
- (h) any other particulars the Committee decides.

9. Termination of membership

- 9.1. A person ceases to be a member of the Association if the member:
- (a) gives notice in writing to the Membership Officer resigning as a member;
 - (b) fails to renew their membership;
 - (c) dies;
 - (d) is expelled by the Committee.
- 9.2. The date of resignation of a member is the date on which the Membership Officer receives notice of resignation.
- 9.3. Expulsion
- i. The Committee has the power to expel a member for failing to comply with the Rules of the Association or with a Code of Conduct, which the Committee may publish from time to time, or for acting in a manner prejudicial to the interests of the Association or its members.
 - (b) Particulars of the action/s which may lead to expulsion must be communicated to the member in writing at least 30 days before the meeting of the Committee at which the matter will be decided.
 - (c) The decision of the Committee must be communicated to the member in writing, and if there is an adverse decision, the member ceases to be a member 14 days after the Committee has communicated its decision to the member.
 - (d) A member may appeal against the expulsion at a General Meeting. The intention to appeal must be communicated to the Secretary not more than 14 days after the decision of the Committee has been communicated to the member.
 - (e) If the member appeals under sub-Rule 9.3(d), the member may be expelled at a General Meeting only if the Committee's decision is upheld by a majority of members present, eligible to vote, after the member has been heard.
 - (f) The decision of the Association, in the General Meeting, as to the person's membership status is binding and no further appeal is permissible.

10. Committee

- 10.1. The Committee, all of whom must be members of the Association, consists of:
- (a) the President;
 - (b) two Vice Presidents;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) not fewer than ten nor more than twelve Ordinary Committee members
- 10.2. The Committee may appoint Ordinary Committee members to fulfill the following positions:
- (a) Assistant Secretary;
 - (b) Assistant Treasurer;
 - (c) Field Program Co-ordinator;
 - (d) The Birder Editor;
 - (e) The South Australian Ornithologist Editor;
 - (f) Bird Records Secretary;
 - (g) Membership Officer;
 - (h) Member Activities Officer or
 - (i) Any other position for which a need is identified.

11. Appointment of the Committee

- 11.1. The Committee is elected at the Annual General Meeting and holds office from the closure of that Annual General Meeting until the closure of the next.
- 11.2. A nomination for election to the Committee must be in writing, proposed and seconded by two members, and authorised by the candidate.
- 11.3. Notice of all members seeking election to the Committee will be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 11.4. The Committee may appoint a member to fill any vacancy on the Committee until the conclusion of the next Annual General Meeting.

12. Disqualification of Committee Members

- 12.1. The office of a Committee member will become vacant if a Committee member is:
- (a) disqualified from being a Committee member by the Act;
 - (b) expelled as a member under these Rules;
 - (c) permanently incapacitated by ill health; or
 - (d) absent without apology from more than four meetings in a financial year.

13. Powers and duties of the Committee

- 13.1. The management of the Association is the responsibility of the Committee. The Committee is responsible for the management and control of the funds and other property of the Association.
- 13.2. The Committee will have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 13.3. The Committee may co-opt a member or members to the Committee to undertake specific tasks for a defined period.
- 13.4. The Committee will appoint a Public Officer.
- 13.5. The Committee may appoint a person to be the Patron of the Association.

14. Proceedings of the Committee

- 14.1. The Committee meets at intervals of not more than two months, at a time and place determined by the President or Vice Presidents.
- 14.2. Motions are decided by a majority of votes and in the case of equality, the President has a second or casting vote.
- 14.3. The Secretary, or another member of the Committee appointed for that purpose, will give each member of the Committee notice of a Committee meeting at least 48 hours (or any other period that may be decided by the Committee) before the time appointed for the holding of the meeting.
- 14.4. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association or a perceived conflict of interest with Committee deliberations, must disclose the nature and extent of that interest to the Committee, as required by the Act, and shall not vote with respect to that contract, proposed contract or decision.
- 14.5. Any seven Committee members will constitute the quorum for Committee meetings, providing that at least two are either:
- (a) the President, or
 - (b) a Vice President, or
 - (c) the Secretary, or
 - (d) the Treasurer

15. Notice of General Meetings

- 15.1. A General Meeting is held each month except December on a date determined by the Committee.
- 15.2. At least 14 days notice of any General Meeting must be given to members.
- 15.3. The Secretary will give notice of General Meetings via any means that the Committee decides. The notice should contain:
- (a) the venue details whether in situ or online, the day and the hour of the meeting and, if applicable, any information about parking, health and safety regulations and
 - (b) the general nature of the business to be transacted at the meeting
- 15.4. Any proposed resolution to be submitted by a member at a General Meeting must be in writing, signed by the member, seconded and be received by the Secretary no less than 14 days before the opening of the meeting.

16. Proceedings at General Meetings

- 16.1. No decisions requiring a vote can be taken at any General Meeting unless a quorum of members is present in person at the time when the meeting is due to commence.

- 16.2. A minimum of thirty (30) financial members, present in person, shall constitute a quorum for voting at a General Meeting.
- (a) If a quorum is not present, resolutions requiring a vote are deferred to such other day, time and place as the chairperson may determine.

16.3. The President or one of the Vice-Presidents presides as chairperson at a General Meeting of the Association.

17. Voting at General Meetings

- 17.1. Every financial member of the association has only one vote at a meeting of the Association. Family memberships are entitled to two votes per family.
- 17.2. No Member under eighteen years of age shall have a right to vote at any meeting.
- 17.3. At any General Meeting of members, a resolution put to the vote of the meeting is decided on a show of hands or secret ballot.
- 17.4. Subject to these rules, a question for decision at a General Meeting, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 17.5. Before a vote on a resolution is taken in a General Meeting, the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are cast in total.
- 17.6. In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairperson of the meeting at which the show of hands or secret ballot takes place, has a casting vote in addition to any vote that the Chairperson may have individually as a member.
- 17.7. A member may only appoint one proxy for a particular meeting.
- 17.8. A document appointing a proxy:
- (a) must be in writing and signed by the appointer, who must be a member eligible to vote, and contain:
- i. the appointer's name;
 - ii. the proxy's name or the name of the office held by the proxy; and
 - iii. the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote in accordance with that direction.
- 17.9. Unless a poll is demanded, a declaration by the Chairperson is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of votes recorded in favour or against.

18. Poll at General Meetings

- 18.1. A poll may be held by post or by electronic means:
- (a) on the direction of the Chairperson of the meeting, or
- (b) if requested by not less than 10 members and after a vote in favour at the meeting.
- 18.2. A poll by post or electronic means must be held within 21 days of being directed or requested.
- 18.3. If a poll is held, any previous vote on the matter has no effect.

19. Annual General Meeting

- 19.1. The Annual General Meeting (AGM) must be held within 5 months of the end of the previous financial year.
- 19.2. The Secretary will:
- (a) give notice of the AGM to every member not less than 28 calendar days before the AGM scheduled date using e-News, The Birder magazine or any other form of distribution that reaches all members;
- (b) Give notice to the auditor; and
- (c) Distribute the agenda and any supporting papers not less than 14 calendar days before the AGM

- 19.3. The business of the AGM includes:
- (a) confirmation of the Minutes of the previous AGM;
 - (b) presentation of the Annual Report for the previous financial year;
 - (c) presentation of the Financial Report for the previous financial year;
 - (d) election of members to the Committee;
 - (e) appointment of an auditor and
 - (f) conducting any other business of which notice in writing has been given to all members not less than 14 calendar days before the Annual General Meeting.

20. Special General Meeting

- 20.1. The Committee may call for a Special General Meeting of the Association at any time. A Special General Meeting may be called to vote on a Special Resolution as defined in the Act or for other purposes as decided by the Committee.
- 20.2. A minimum of thirty (30) financial members, present in person, shall constitute a quorum for voting at a Special General Meeting.
- 20.3. At least 21 days notice specifying the intention to propose a Special Resolution will be given to all members of the Association.
- 20.4. A Special Resolution is passed at a Special General Meeting by a majority of not less than three-quarters of such members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- 20.5. Any request by members for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

21. Minutes

- 21.1. The Secretary or Assistant Secretary must record minutes of all proceedings of General Meetings, Committee Meetings, Annual General Meetings and Special General Meetings of the Association and issue these before the next succeeding meeting.
- 21.2. Minutes kept according to this Rule must be confirmed by the members at the next succeeding meeting. The minutes must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed. The minutes must be filed electronically on the filing system approved by the Committee.
- 21.3. Minutes entered, confirmed and signed are, until the contrary is proved, conclusive proof that:
- (a) the meeting was correctly convened and held;
 - (b) all proceedings at the meeting were properly conducted;
 - (c) all appointments made at the meeting are valid.

22. Sub-Committees

- 22.1. The Committee may appoint and disband sub-committees and may delegate to a sub-committee any of its powers and duties.
- 22.2. The Committee must retain general control and management of the sub-committee, including reporting requirements.
- 22.3. Membership of sub-committees must be confined to members but non-members may be co-opted as advisers without voting rights.
- 22.4. The President is an ex-officio member of any sub-committee.

23. Groups within the Association

- 23.1. Members of the Association resident in or otherwise connected with a particular locality or having a common interest in some particular aspect of ornithology may form themselves into a Group within the Association by adopting a set of rules previously approved by the Committee.
- 23.2. These rules may only be altered with the approval of the Committee.

24. Accounts and audit

- 24.1. The financial year of the Association shall commence on 1st January and end on 31st December of each year.
- 24.2. The Association will keep and retain such accounting records as are necessary to correctly record and explain financial transactions and the financial position of the Association in accordance with the Act.
- 24.3. The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, will be laid before members at the Annual General Meeting. The accounts must be circulated to members not less than 14 days prior to the Annual General Meeting.
- 24.4. At each Annual General Meeting, the members shall appoint a person with appropriate qualifications individually or within an auditing company to be auditor of the Association.
- (a) The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.
 - (b) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.
 - (c) The Association must cause:
 - i. accounting and other records to be kept securely;
 - ii. copies of annual financial statements to be retained;
- 24.5. The Association's bank accounts must:
- (a) have three authorised account operators who are members of the Executive, with one operator being the Treasurer;
 - (b) be operated by the signature or electronic approval of the Treasurer plus at least one other authorised account operator; and
 - (c) be operated by no more than three authorised account operators at any one time.

25. Publications

- 25.1. The Committee will cause to be published:
- (a) a journal entitled South Australian Ornithologist;
 - (b) a magazine entitled The Birder; and
 - (c) may also cause to be published any books, pamphlets and other material that are consistent with the objects of the Association.
- 25.2. An organisation, person or group of persons may obtain printed copies of the South Australian Ornithologist and/or The Birder magazine by payment of an annual publication subscription, to be decided by the Committee.

26. Library

The Committee will maintain a library of scientific data, which may include publications, slides, videos, and sound recordings etc. which are available to members on conditions determined by the Committee.

27. Birds SA Conservation Fund

The Association's conservation fund is known as the 'Birds SA Conservation Fund'.

- 27.1. The objective of the Conservation Fund is to support the objects of the Association with an emphasis on scientific study and research of Australian birds and their natural habitats, so as to improve their conservation.
- 27.2. The Conservation Fund is used only to support the Association's objects. Any allocation of funds made from the Conservation Fund to other persons or organisations will be made in accordance with the objects of the Association and will not be influenced by the preferences of donors.
- 27.3. Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association. Any money received from such gifts must be credited to the Conservation Fund bank account as specified in 27.7. The fund must not receive any other money into its account and must comply with subdivision 30 - 55E of the Income Tax Assessment Act 1997.

- 27.4. The Conservation Fund will be administered by the Conservation Fund Committee of no fewer than three persons. The Conservation Fund Committee will be appointed by the Committee of the Association and will have a majority of members who are “responsible persons” as defined by the Australian Taxation Office.
- 27.5. The Committee will be responsible for the proper conduct of the Birds SA Conservation Fund. The Conservation Fund Committee will report to the Birds SA Committee.
- 27.6. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Conservation Fund.
- 27.7. A separate bank account is to be opened to deposit money donated to the Conservation Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Association.
- 27.8. Receipts are to be issued in the name of the Conservation Fund and proper accounting records and procedures are to be kept and used for the Conservation Fund.
- 27.9. The Conservation Fund will be operated on a non-profit basis. None of the money or property accumulated by the Conservation Fund will be distributed to members of the Association (or members of the Conservation Fund Committee) apart from proper remuneration for administrative services.
- 27.10. In the event of the winding up of the Conservation Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- 27.11. Any changes to the Rules of the Conservation Fund are to be advised to the Department within a reasonable time following the making of the changes.
- 27.12. Statistical information requested by the Department on donations to the Birds SA Conservation Fund will be provided in the prescribed form within four months of the end of the Association’s financial year. An audited financial statement for the Birds SA Conservation Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Conservation Fund monies and the management of Conservation Fund assets.
- 27.13. The Association must inform the Department as soon as possible if:
 - (a) the Association changes its name or the name of the Conservation Fund;
 - (b) there is any change to the membership of the Conservation Fund Committee;
 - (c) there has been a departure from the rules of the fund.
- 27.14. The Association and the Conservation Fund Committee agree to comply with any rules that the Commonwealth Treasurer and the Commonwealth Minister with responsibility for the environment may make to ensure that gifts to the Conservation Fund are used only for the Association’s objects.

28. Other Funds and Property

The Committee will maintain financial reserves, which must include:

- 28.1. A Contingency Fund with an indexation rate of not less than the change in the Consumer Price Index for Adelaide in the previous 12 months ending 30th June, or as the Committee decides.
 - (a) Any surplus money generated above the indexation rate may be used to supplement any other funds that the Committee may decide.
 - (b) Notice of the Committee’s intention to withdraw capital from the Contingency Fund must be given at a General Meeting and must be approved by two-thirds of members present, eligible to vote, at a subsequent meeting.
- 28.2. The income and property of the Association must be applied solely towards the promotion of the objects of the Association. Members or relatives of members must not be paid any dividend, bonus or other financial reward, either directly or indirectly. However this does not prevent payment to a person for any service rendered to the Association, or reasonable and proper rental for premises let by a member.

29. Alteration of the Rules

- 29.1. The Rules may be altered or rescinded and replaced by substituted Rules at an AGM or a Special General Meeting. The proposed alteration/s must be:
- (a) proposed and seconded by two members at a General Meeting;
 - (b) communicated to members;
 - (c) voted on at a subsequent Annual General Meeting or Special General Meeting; and
 - (d) approved by not less than three-quarters of members present, eligible to vote, and voting.

30. Dissolution

- 30.1. Assets remaining after debts of the Association and the cost of winding up have been paid must be given to:
- (a) an association with similar objects to this Association, or
 - (b) a charitable organisation which prohibits the distribution of property or income to its members.