

COMPANIES ACT 1961

ARTICLES OF ASSOCIATION

OF

AUSTRALIAN TRUST FOR CONSERVATION VOLUNTEERS

INTERPRETATION

- I. In these regulations: -
- (a) "the Act" means the Companies Act 1961 as amended;
 - (b) "the Board" means the directors of the Trust;
 - (c) "the seal" means the common seal of the Trust;
 - (d) "Secretary" means any person appointed to perform the duties of a secretary of the Trust and includes an honorary secretary;
 - (e) "State" means the State of Victoria;
 - (f) "the Trust" means the Australian Trust for Conservation Volunteers;
 - (g) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
 - (h) Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the relevant Act and of the Act as in force at the date of which these articles becoming binding on the Trust.
2. The Trust is established for the objects set out in the Memorandum of Association.

MEMBERSHIP

- 3(a) The Board shall determine from time to time the classes of membership of the Trust and the fees payable by each class.
- (b) Board members shall be voting members of the Trust excepting only the Executive Director.
- (c) Every application for membership of the Trust shall be in such form as the Board from time to time prescribes, shall be signed by the applicant and accompanied by the prescribed fee.
- (d) The Board may, at its absolute discretion reject any application for membership and is not required to give any reason for rejecting an applicant.

- (e) Applicants for membership shall be advised of acceptance or otherwise and successful applicants shall be provided with a membership ticket or other device as approved by the Board from time to time.
- (f) Membership is renewable every 12 months on payment of the prescribed fee.
- (g) If the prescribed fee remains unpaid for a period of 2 calendar months after it becomes due the member ceases to be a member of the Trust. Membership may be reinstated on payment of the prescribed fee.
- (h) A member may at any time by giving notice in writing to the Secretary resign his membership of the Trust but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Trust and in addition for any sum not exceeding fifty dollars for which he is liable as a member of the Trust under clause 8 of the Memorandum of Association of the Trust.
- (i) If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Trust or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Trust the Board shall have power by resolution to censure, fine, suspend or expel the member from the Trust.

Provided that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Trust in general meeting and in that event an extraordinary general meeting of the Trust shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

GENERAL MEETINGS

- 4(a) An annual general meeting of the Trust shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
- (b) Any voting member of the Trust may, whenever he thinks fit, call for an extraordinary general meeting by giving to the Secretary a notice in writing specifying the business to be communicated, such notice to be signed by the member and 9 other voting members. The Secretary shall convene a meeting in accord with 4 (c) below.
- (c) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the Secretary shall give, in writing, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting to such persons as are entitled to receive such notices from the Trust. Any special business shall be specified in this notice.

- (d) For the purpose of paragraph 4 (c) all business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, the reports of the Board and Auditors, the election of officers and members of the Board in the place of those retiring and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

- 5(a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten voting members present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- (c) The President shall preside as Chairman at every general meeting of the Trust, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then voting members present shall elect one of their number to be Chairman of the meeting.
- (d) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- (e) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –
- (i) by the Chairman; or
 - (ii) by at least three voting members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- (f) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- (g) In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (h) A voting member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every voting member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
- (i) A voting member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll by his Committee or by his trustee or by such other person as properly has the management of his estate and any such Committee trustee or other person may vote by proxy or attorney.
- (j) No voting member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
- (k) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions.

Unless otherwise instructed, the proxy may vote as he thinks fit.

- (l) The instrument appointing a proxy may be in the following form or in a common or usual form.

Australian Trust for Conservation Volunteers.

I, _____ of
 being a member of the Australian Trust for Conservation Volunteers hereby appoint
 of _____ or failing him
 of _____ as my proxy to vote for me on
 my behalf at the (annual or extraordinary, as the case may be)
 general meeting of the Association, to be held
 on the _____ day of _____ 20____ and at any adjournment
 thereof.

My proxy is hereby authorized to vote * in favour of / * against the following resolutions:

Signed this day of 20

.....

Note 1 : In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

* Strike out whichever is not desired.

- (m) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Trust, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default of the instrument of proxy shall not be treated as valid.
- (n) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Trust at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD (INCLUDING OFFICE-BEARERS)

- 6 (a) The office bearers of the Trust shall comprise: -
 - a President; a Vice-President.
- (b) The office bearers shall be appointed by the Board from among its members at the first meeting after the Annual General Meeting of the Trust.
- (c) The Board of the Trust shall comprise the Executive Director and up to 10 elected directors who shall be voting members of the Trust.
- (d) Elections to the Board shall be held at the Annual General Meeting. Written nominations signed by 2 voting members and the nominee shall be lodged with the Secretary at least 14 days before the meeting.
- (e) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Trust for at least seven days immediately preceding the Annual General Meeting.
- (f) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each voting member present at the Annual General Meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
- (g) In case there shall not be a sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies.
- (h) Appointments to the Board shall be for 3 years with appointments arranged so that one-third of the Board retires each year. Retiring members are eligible to seek re-election.

- (i) The Board may appoint a voting member to be a Director to fill a casual vacancy caused by the death or resignation of a Board member. Such appointments are valid until the next Annual General Meeting when an election shall be held for the casual vacancy in addition to the rotational vacancies. The casual appointee may stand for election.
- (j) Meetings of the Board shall be held on agreed dates with the President acting as Chairman. In the absence of the President, the Vice President shall act as Chairman and in the absence of both, the Board shall appoint an acting Chairman.
- (k) Board members may nominate to the Secretary in writing an alternate. The appointment of an alternate may be for a fixed period of time but in any event, lapses when the Board member is due for re-election. The alternate has all the powers and responsibilities of the Board member he represents.
- (l) To conduct business, a quorum of at least 5 Directors or alternates must be present at a Board meeting.
- (m) Minutes of all Board meetings shall be recorded by the Executive Director and if these shall be approved as a true and accurate record at a subsequent Board meeting.
- (n) The Trust may by ordinary resolution of which special notice has been given, remove any officer-bearer or other member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
- (o) The office of a member of the Board shall become vacant if the member: -
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (iii) ceases to be a member of the Board by operation of section 121 of the Act;
 - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) resigns his office by notice in writing to the Trust;
 - (vi) for more than six months is absent without agreement of the Board from meetings of the Board held during that period;
 - (vii) holds office as a staff member of the Trust, except in the case of the Executive Director;
 - (viii) ceases to be a voting member of the Trust; or
 - (ix) is directly or indirectly interested in any contract or proposed contract with the Trust.Provided always that nothing in this paragraph shall affect the operation of clause 4 of the memorandum of association of the Trust.

POWERS AND DUTIES OF THE BOARD

- 7(a) The business of the Trust shall be managed by the Board who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Trust in general meeting, subject, nevertheless, to any of these Articles, and to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Trust in general meeting; provided that any rule regulation or by-law of the Trust, made by the Board may be disallowed by the Trust in

general meeting and provided further that no resolution or regulation made by the Trust in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

- (b) The Board may exercise all the powers of the Trust to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Trust.
- (c) For the purposes of clause 4 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Trust shall not exceed the lowest rate paid for the time being by a reputable bank for borrowings of similar amount and duration.
- (d) All cheques, promisory notes, drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Trust shall be signed drawn accepted endorsed or otherwise executed as the case may be by any two members of the Board or in such other manner as the Board from time to time determines.
- (e) The Board may by resolution delegate any of its powers (not being powers imposed on the Board as the Directors of the Company by the Act or the general law) to either the management of the Trust or as a Committee of Board Members. Such delegations can be for specified or unlimited periods of time but are subject to regular reporting to the Board.
- (f) The Board shall establish a Finance Committee to be chaired by a person elected to that position by resolution of the Board.
- (g) The Board may at its discretion establish Advisory Committees with either task specific or general responsibilities with members drawn from the Board, Trust staff or Trust members.

MEETINGS OF THE BOARD

- 8(a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time by notice in writing to the Secretary summon a meeting of the Board. The Secretary shall on receipt of such a notice arrange a meeting within 21 days.
- (b) Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (c) Subject to Article 6 (0) (ix) a member of the Board shall not vote in respect of any contract or proposed contract with the Trust in which he is interested, or any matter arising therefrom, and if he does so vote, his vote shall not be counted.
- (d) The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Board, the continuing member or members may act for the purpose or increasing the number of members of the Board to that number or of summoning a general meeting of the Trust, but for no other purpose.

- (e) A Committee of the Board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.
- (f) All acts done by any meeting of the Board or of a Committee of the Board or by any person acting as a member of the Board shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or Committee or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if, every such person had been duly appointed and was qualified to be a member of the Board or Committee.
- (g) A resolution in writing signed by all the members of the Board in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

SECRETARY

- 9. A Company Secretary shall be appointed by resolution of the Board who shall be a senior employee of the Trust.

SEAL

- 10. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a Committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

- 11. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report thereon as required by [he Act provided, however that the Board shall cause to be made out and laid before each Annual General Meeting, a balance-sheet and profit and loss account made up to date not more than six months before the date of the meeting.

The Board shall from time to time determine in accordance with clause 10 of the Memorandum of Association at what times and places under what conditions or regulations the accounting and other records of the Trust shall be open to the inspection of members.

AUDIT

- 12. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICE

- 13(a) Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within Australia) to the address, if any within Australia supplied by him to the Trust for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (b) Notice of every general meeting shall be given in any manner hereinbefore authorised to :
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(i) every member except those members who (having no registered address within Australia) have not supplied to the Trust an address within Australia for the giving of notices to them; and
(ii) the Auditor or Auditors for the time being of the Trust.
- (c) No other person shall be entitled to receive notices of general meetings.

WINDING UP

14. The provisions of clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Trust shall have effect and be observed as is the same were repeated in these articles.

INDEMNITY

15. Every member of the Board, Auditor and other officer for the time being of the Trust shall be indemnified out of the assets of the Trust against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.