



# **THE WESTERN AUSTRALIAN NATURALISTS' CLUB INC**

**FOUNDED 1924**

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# CONSTITUTION OF WESTERN AUSTRALIAN NATURALISTS' CLUB INC

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(This Table of Contents is for information only, and does not form part of the Rules)

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AS REGISTERED WITH THE CORPORATE AFFAIRS OFFICE ON SEPT. 16<sup>TH</sup> 1976  
(Incorporating amendments approved at the General Meeting on 10 March 2006)  
(These Rules are made by the Council of the Western Australian Naturalists' Club (Inc) pursuant to Section 200 of the Associations Incorporation Act 2015, which came into operation on 1 July 2016, the Council being the management committee of the Association as referred to in that section and not made withstanding Rule 21 at the Council Meeting on 7 September 2017.)

## **CONSTITUTION OF WESTERN AUSTRALIAN NATURALISTS' CLUB INC**

### **1.0 Name**

1.1 The Name of the Organisation shall be "Western Australian Naturalists' Club (Inc.)" and is hereinafter referred to as "the Club".

### **2.0 Objects**

2.1 The objects of the Club are to encourage the study of natural history in all its branches and to endeavour to prevent the wanton destruction of native flora and fauna.

### **3.0 Environmental Organisation**

3.1 The Club is organised so as to qualify as an "Environmental Organisation" within the meaning of Item 6.1.1 of subsection 30-55(1) of the ITAA 97. Notwithstanding any other provisions of these Rules, the Club shall not carry on any activity not permitted to be carried on by an "Environmental Organisation" within the meaning of Item 6.1.1 of subsection 30-55(1) of the ITAA 97.

3.2 The Club must inform the Department of Environment and Heritage of any non-compliance with these Rules within a reasonable time of becoming aware of any non-compliance.

### **4.0 Income and Property**

4.1 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

4.2 Any allocation of income, donations or property to other persons or organisations will be made in accordance with the established purposes of the Club and not be influenced by the preference of the donor.

4.3 The Club must not act as a mere conduit for the donation of money or property to other organisations, bodies or persons.

4.4 The Club agrees to comply with any rules that the Federal Treasurer and the Minister for the Environment may make to ensure that gifts made to the Gift Fund are only used for the Objects.

### **5.0 Establishment and Operation of the WA Naturalists' Gift Fund**

5.1 The Club must establish and maintain a public fund to be called the "WA Naturalists' Fund" ("Gift Fund") for the specific purpose of supporting the environmental objects/purposes of the Club as described in the Objects.

- 5.2 The Club must maintain for the Objects the Gift Fund:
- (a) to which gifts of money or property for that purpose are to be made;
  - (b) to which any money received by the Club because of those gifts is to be credited; and
  - (c) that does not receive any other money or property.
- 5.3 The Club must invite members of the public to make gifts of money or property to the Fund for the environmental purposes/Objects of the Club as described in the Objects.
- 5.4 The Club must use the following only for the Objects:
- (a) gifts made to the Gift Fund;
  - (b) any money received because of those gifts.
- 5.5 The property and income of the Gift Fund shall be applied solely towards the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of the Objects.
- 5.6 The Club must maintain a separate bank account for the Gift Fund.
- 5.7 Any money received by the Club because of gifts of money or property referred to in Sub-Rule 5.2 (including but not limited to money from interest on gifts, income derived from gifts, and money from the realisation of gifts) must be credited to the Gift Fund's bank account referred to in Sub-Rule 5.6.
- 5.8 Statistical information requested by the Department of Environment and Heritage on donations to the Gift Fund will be provided within four months of the end of the financial year. The Club must supply an audited financial statement for the Club and the Gift Fund with the annual statistical return. The statement will provide information expenditure of Gift Fund monies and the management of Gift Fund assets.
- 5.9 At the first occurrence of:
- (a) the winding up of the Gift Fund; or
  - (b) the Club ceasing to be endorsed as a deductible gift recipient under Item 6.1.1 of subsection 30-55(1) of the ITAA 97,
- any surplus assets of the Gift Fund must be transferred to another fund with similar objectives that is on the Register of Environmental Organisations, as the Council decides.

## **6.0 WA Naturalists' Fund Management Committee**

- 6.1 The Council shall establish a committee, to be called the "WA Naturalists' Fund Management Committee", to manage the Gift Fund.
- 6.2 The WA Naturalists' Fund Management Committee shall consist of not less than three of the following persons:

- (a) at least two persons who hold an office as a member of the Council, including the person who holds the office of Treasurer of the Club; and
  - (b) other persons appointed to that Committee by a meeting of the Council.
- 6.3 At all times, the majority of the WA Naturalists' Fund Management Committee must consist of Responsible Persons.
- 6.4 Subject to these Rules, the Council shall have power at any time, and from time to time, to appoint any person to the WA Naturalists' Fund Management Committee, either to fill a casual vacancy or as an addition to the existing members of that Committee. Any member of that Committee so appointed shall hold office as a member of that Committee only until the first Council meeting after the next following Annual General Meeting.
- 6.5 The Club may by ordinary resolution remove any member of the WA Naturalists' Fund Management Committee before the expiration of his/her period of office, and may by an ordinary resolution appoint another person in his/her stead; the person so appointed shall hold office only until the first Council meeting after the next following Annual General Meeting.
- 6.6 Members of the WA Naturalists' Fund Management Committee who are appointed by a meeting of the Council shall be appointed and hold office as a member of that Committee for a term of up to twelve months until the first Council meeting after the next Annual General Meeting and may be appointed for more than one term.
- 6.7 A person who is a member of the WA Naturalists' Fund Management Committee by virtue of holding office as a member of the Council, including the person who holds the office of Treasurer of the Club, shall cease to hold office as a member of that Committee immediately upon ceasing to hold that office and is replaced by the new office holder.
- 6.8 The office of a member of the WA Naturalists' Fund Management Committee shall become vacant if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - (b) 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;
  - (c) resigns his/her office by notice in writing to the Club;
  - (d) for more than six months is absent without permission of that Committee from meetings of the Committee held during that period; or
  - (e) is directly or indirectly interested in any contract or proposed contract with the Club provided however that a member shall not vacate his/her office by reason of his/her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Club if he/she shall have disclosed the nature and extent of his/her interest in the manner required by the Act,

Provided always that nothing in this Sub-Rule shall affect the operation of Rule 4.0.

- 6.9 At all times the Council must keep a record of all persons appointed to the WA Naturalists' Fund Management Committee.
- 6.10 Any change to the membership of the WA Naturalists' Fund Management Committee (including vacancies) must be notified to the Department of Environment and Heritage as soon as possible.
- 6.11 The quorum necessary for the transaction of the business of the WA Naturalists' Fund Management Committee shall be three or such greater number as may be fixed by that Committee.
- 6.12 A meeting of the WA Naturalists' Fund Management Committee must be held at least once every two months.
- 6.13 Members of the WA Naturalists' Fund Management Committee must be given at least forty-eight hours prior notice of every meeting of that Committee.
- 6.14 The person who holds the office of Treasurer of the Club shall be the Chairperson of the WA Naturalists' Fund Management Committee.
- 6.15 The WA Naturalists' Fund Management Committee shall cause minutes to be made of the names of members of that Committee present at all meetings of the Committee and all proceedings at all meetings of the Committee. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting, or if the minutes are unavailable at the next meeting then at the earliest opportunity afforded by a subsequent meeting.
- 6.16 Questions arising at any meeting of the WA Naturalists' Fund Management Committee shall be decided by a majority of votes and a determination by a majority of the members of that Committee shall for all purposes be deemed a determination of that Committee. In the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 6.17 The Chairperson shall preside at every meeting of the WA Naturalists' Fund Management Committee, or if there is no Chairperson or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the members of the Committee may choose one of their number to be Chairperson of the meeting.
- 6.18 All acts done by any meeting of the WA Naturalists' Fund Management Committee or by any person acting as a member of that Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid or that the members of the Committee 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 Committee.
- 6.19 A resolution in writing signed by all the members of the WA Naturalists' Fund Management Committee for the time being entitled to receive notice of a meeting of that Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.
- 6.20 Subject to Sub-Rule 6.21, the WA Naturalists' Fund Management Committee may, in management of the Gift Fund, exercise all the powers of the Club as are

not by these Rules required to be exercised by the members in a general meeting.

- 6.21 All resolutions by the WA Naturalists' Fund Management Committee concerning the release of monies from the Gift Fund or the sale of Gift Fund assets must be ratified by Council. Upon ratification by Council, the resolution of the WA Naturalists' Fund Management Committee shall take effect from the date on which that Committee made the resolution.
- 6.22 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments for the payment of money from the Gift Fund, and all receipts for money paid to the Gift Fund, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by two members of the WA Naturalists' Fund Management Committee or in such other manner as that Committee from time to time determines.
- 6.23 Only members of the WA Naturalists' Fund Management Committee who are members of the Council may be signatories to the Gift Fund's bank account.

## **7.0 Membership**

- 7.1 Membership is open to any person aged six years or more who subscribes to the objects of the Club.
- 7.2 There shall be four classifications of membership. Those aged eighteen years or more shall be classified as Adults; those aged fourteen years or more, but under eighteen years shall be classified as Intermediates; those aged six years or more, but under fourteen years shall be classified as Juniors; and Affiliates appointed pursuant to Sub-Rule 7.11.
- 7.3 Every application for admission to membership shall be made to the Treasurer and shall state the classification the applicant wishes to join. Each application shall be accompanied by the annual subscription applicable to that classification.
- 7.4 Each application for membership shall be submitted to a Council meeting and if approved shall be submitted to the next general meeting of members. If acceptance of the application is indicated by a majority of members present the applicant shall be admitted as a member.
- 7.5 If an application is unsuccessful the subscription shall be returned to the applicant. Council may direct the Secretary to write an accompanying letter of explanation to the applicant.
- 7.6 The Club must at all times have at least fifty individual members who are regarded as financial members and who are entitled to vote at a General Meeting of the Club, unless the Minister for Environment determines at any time that because of special circumstances the Club does not have to meet this requirement.
- 7.7 Any member desiring to resign may do so by giving notice to the Treasurer but no refund of subscription shall be made unless authorised by a resolution of Council.
- 7.8 The membership of any member may be terminated by resolution of a general meeting of members.

- 7.9 It shall be with the power of Council to submit to a general meeting of members the names of candidates for election to Honorary Life Membership. No more than two members shall be so elected in one calendar year.
- 7.10 The Club at a General Meeting may appoint any person (or persons) to be a Patron of the Club and, if a Patron is not a member of the Club he or she shall, during his or her appointment be entitled to all of the privileges of membership of the Club save that of voting at General Meetings.
- 7.11 Council may accept as an Affiliate of the Club ("Affiliate") any association, body or organisation having objects similar to those of the Club. An Affiliate may apply for and become a member of the Club in the same manner as other members set out in the preceding Sub-Rules of this Rule. If an Affiliate is not a member of the Club, the rights, obligations and privileges of the Affiliate shall, during its appointment, be determined by Council in accordance with any by-laws made pursuant to Sub-Rule 18.1.

## **8.0 Register of Members**

- 8.1 The Treasurer shall keep a register of members showing in separate sections Adults, Intermediates, Juniors, Affiliates, Patrons and Honorary Life Members.

## **9.0 Subscriptions**

- 9.1 Annual subscriptions become due and payable on 1<sup>st</sup> January each year. The amount payable by each classification of membership shall be set by the preceding general meeting of members. Notice of subscriptions recommended by Council shall be given at the November general meeting.
- 9.2 Patrons and Honorary Life Members shall not be required to pay subscriptions. Any other member who has not paid his or her subscription by 30<sup>th</sup> April shall be deemed to be unfinancial and shall not be entitled to receive any of the benefits of membership. The member's name shall be removed from the membership list.

## **10.0 Meetings**

- 10.1 Meetings of members of the Club shall be held on the first Friday of each month unless otherwise determined by Council and shall be known as general meetings.
- 10.2 The annual general meeting of members of the Club shall be held on a date to be determined by Council but no later than 31<sup>st</sup> March in each year. Notice of the annual general meeting specifying the business to be considered shall be given to members at least fourteen days prior to the date of the meeting.
- 10.3 An extra-ordinary general meeting of members of the Club may be held if so resolved by Council or if a request in writing to hold such a meeting, signed by at least 2% of the financial membership or seven or more financial members (whichever is the lesser), is delivered to the Secretary. Upon receiving such request or instruction from Council the Secretary shall convene a meeting to be held within twenty-one days and shall cause at least seven days notice to be given to members and such notice shall specify the business to be considered at the meeting.
- 10.4 Meetings of sections and branches shall be held as determined by the committee of each section or branch.



- 10.5 Meetings of Council shall be held on the first Wednesday after the first Friday of each month unless otherwise determined by Council.
- 10.6 An extra-ordinary meeting of Council shall be held if so resolved by Council or if a request in writing signed by three or more members of Council is delivered to the Secretary and if at least forty-eight hours notice is given to members of Council.
- 10.7 Meetings of committees of section and branches shall be held as determined by the committee of each section or branch.
- 10.8 A quorum for a meeting shall be:
- (a) at a general meeting – forty;
  - (b) at an annual and an extra-ordinary general meeting – fifty;
  - (c) at a Council meeting – seven;
  - (d) at a section or branch meeting – five;
  - (e) at a section or branch committee meeting – three; and
  - (f) at a WA Naturalists' Fund Management Committee meeting – three.
- 10.9 The President shall chair all general, annual general, extra-ordinary general and Council meetings. In his or her absence one of the Vice-presidents shall chair the meeting and in their absence the meeting shall elect one of its members as Chairperson.
- 10.10 Minutes of proceedings of all meetings of members and of Council and of all committees shall be entered in books kept for the purpose and all resolutions taken shall be recorded in those books and the minutes when signed by the Chairperson of the meeting or of the next succeeding meeting shall be conclusive evidence of the truth and regularity of the proceedings recorded therein.
- 10.11 Any member shall be entitled to inspect the minutes of meetings of the Club and of Council and may do so by arrangement with the Secretary. Any section or branch member may inspect the minutes of meetings of his or her section or branch or committee by arrangement with the appropriate Chairperson.
- 10.12 Any member requesting a copy of the Register of Members shall first provide to the Secretary a Statutory Declaration setting out the purposes for which the copy of the register of members is required and pay any fee set by the by-rules.
- 10.13 Except where these Rules expressly provide otherwise, all questions at any meeting shall be determined by a majority of the votes of the members present and entitled to vote. The Chairperson of the meeting shall not have a deliberative vote but in the case of an equality of votes shall have a casting vote.
- 10.14 Only members aged eighteen years or more shall be entitled to vote at any meeting, provided that nothing in this Sub-Rule shall prevent the Council from establishing a committee under Rule 13.0 and making rules or by-laws governing the proceedings of that committee without imposing the same or any voting age restriction on the members who are entitled to vote at the meetings of such committee.

- 10.15 At all meetings where a motion has been duly proposed and seconded the question shall be put and shall be resolved in the affirmative or negative.
- 10.16 At any general meeting, or annual general meeting, or extra-ordinary general meeting any member present and entitled to vote may demand that a vote be taken on a show of hands or by secret ballot.
- 10.17 At any meeting of Council or of any committee, any member present and entitled to vote may demand that a vote be taken by division and the names of those voting in the affirmative and those voting in the negative and those abstaining from voting shall be recorded in the minutes.
- 10.18 The Chairperson's ruling on all matters shall stand except if a motion be resolved that his or her ruling be disagreed with.

## **11.0 Election of Office-bearers**

- 11.1 Council shall retire annually but its members may be re-elected save that no person may be elected President for more than three consecutive years.
- 11.2 Committees of the Intermediate and Junior sections and of any branches shall be elected annually save that Council may resolve that for any particular year a Junior committee shall not be elected.
- 11.3 Nominations in writing of members for election to Council, Intermediate, Junior and branch committees shall be in the hands of the Secretary or his or her nominee by the date of the Council meeting immediately preceding the annual general meeting. They shall be signed by two financial members and by the candidate unless acceptance has been otherwise given in writing.
- 11.4 A list of candidates for Council shall be included in the notice of the annual general meeting and a list of candidates for each section and branch committee shall be included in the appropriate notice of annual general meeting of each section and branch.
- 11.5 The election of members of Council shall take place at the annual general meeting and each member aged eighteen years or more may record one vote.
- 11.6 The election of members of section and branch committees shall take place at the annual general meeting of each section and branch and each member of the section or branch may record one vote.
- 11.7 Any member who is unable to attend a meeting at which an election of office-bearers is to be held may record his or her vote in writing and if such vote is received by the Secretary or his or her nominee before such meeting commences it shall be taken into account in the election.
- 11.8 Casual vacancies in Council may be filled by Council and casual vacancies in section or branch committee may be filled by the committee. Such appointments shall be ratified by the next general meeting of the Club or section or branch.
- 11.9 If any member of Council fails to attend three consecutive Council meetings without leave of absence his or her seat may be declared vacant.
- 11.10 The Treasurer and Secretary shall carry out the functions assigned to those offices in the Model Rules.

## 12.0 Management

- 12.1 The general management of the Club shall be in the hands of a Council which shall consist of President, two Vice-presidents, Secretary, Treasurer, Editor, Librarian and seven other members.
- 12.2 Council shall carry out the policy of the Club subject to direction by resolution of members in a general meeting. Statements of Club policy shall be made only by the President or a Vice-president or a delegate of the President appointed for the purpose.
- 12.3 Council may exercise all such powers of the Club and carry into effect all such objects as are not, by these Rules, required to be exercised by the members in a general meeting.
- 12.4 Without limiting the preceding Rule, Council shall have power:
- (a) to purchase, take on lease or otherwise acquire any real or personal property;
  - (b) to determine from time to time the conditions on which and times when members or others may use the property or premises of the Club or any part thereof, and the manner, times and conditions how and when and under which members may enjoy the privileges of the Club;
  - (c) to direct its nominees to sign and where necessary affix the Common Seal to and deliver transfers, assurances, leases, sub-leases, mortgages and all other deeds and documents, agreements and writings and to take and defend all legal proceedings by or on behalf of the Club, and to appoint all necessary agents or solicitors for any such purpose;
  - (d) to borrow, raise and/or secure the payment of money and mortgages and charge the assets of the Club;
  - (e) to sell, lease or dispose of any real or personal property of the Club;
  - (f) to expend the funds of the Club in such manner as it shall consider most beneficial for the purpose of the Club provided that the separate funds of any branch may not be expended without the written authority of that branch;
  - (g) to appoint officers at such salaries as it may determine and to specify the duties of such officers and to dismiss such officers;
  - (h) to open a bank account or accounts in the name of the Club and to specify the conditions under which such account or accounts may be operated but the authority of persons authorised to draw cheques on any account is hereby limited to the amount standing to the credit of such account;
  - (i) to invest any moneys or funds not immediately required for the purposes of the Club in such manner as it may from time to time determine but no member of Council shall be responsible for any loss that may arise from such investment unless such loss be caused by his or her wilful neglect or default.
  - (j) Notwithstanding the express provisions of subclause (g) or any other power which may lead to a payment to a member of Council, such

payment can only occur if the payment is authorised by a resolution of the Club.

### **13.0 Committees**

- 13.1 Council shall be assisted in the management of the Club by committees.
- 13.2 The Council may:
- (a) establish and delegate any of its powers to one or more committees; and
  - (b) appoint or remove, or make provision for the appointment and removal of, members of the committees.
- 13.3 Each committee will consist of a single individual or the number of individuals that the Council decides.
- 13.4 The Council may terminate a committee at any time.
- 13.5 The functions of each committee will be decided by the Council and, subject to any such decision, will be to recommend to the members of the Council how decisions should be made in furtherance of the Objects.
- 13.6 The Council may specify:
- (a) the manner in which proceedings of each committee are to be conducted;
  - (b) the matters which the committee must consider in carrying out its functions; and
  - (c) any other matters concerning the committee or its functions that the Council decides.
- 13.7 The Intermediate and Junior sections and any sections and branches that may be formed shall each be entitled to elect a committee to manage its affairs. Each such committee shall consist of a Chairperson and such number of members as Council deems appropriate.
- 13.8 Other committees may be formed by Council which shall nominate the Chairperson and members of each and, subject to these Rules, may make such regulations as to the proceedings of any committee of the Club as it may think desirable and may delegate any of its powers to any committee.
- 13.9 No committee or person shall have the power or authority to pledge the assets or credit of the Club or to enter into any agreement that may be legally binding on the Club unless express authority to do so has been granted by Council.
- 13.10 Insofar as the Sub-Rules of this Rule 13.0 are inconsistent with Rule 6.0, they do not apply to the WA Naturalists' Fund Management Committee, which is established and governed by Rule 6.0.

### **14.0 Common Seal**

- 14.1 The President, two Vice-presidents and the Secretary for the time being shall be the persons authorised to use the Common Seal of the Club.

- 14.2 The Common Seal shall be held in the custody of the Secretary and shall not be affixed to any instrument except by authority of a resolution of Council and may be so affixed by any two or more of the persons authorised to use such Common Seal.
- 14.3 The persons so using such Common Seal shall sign every deed, instrument or document to which it shall be affixed.

## **15.0 Accounts and Audit**

- 15.1 The financial year of the Club shall commence on the first day of January in each year.
- 15.2 The Treasurer shall cause proper books of account to be kept and shall draw up financial statements to be presented to the annual general meeting of members.
- 15.3 Members in a general meeting shall appoint an Auditor who shall be a member in good standing of the Institute of Chartered Accountants in Australia or of the Australian Society of Accountants. The Auditor shall report on the financial statements to be presented to the annual general meeting of members.
- 15.4 Council may direct any committee that has responsibility for any funds belonging to the Club or any section or branch to arrange for financial statements to be prepared to account for those funds and may request the Auditor to report on those statements.
- 15.5 To ensure that the Gift Fund's accounting records comply with Rule 5.0, the Club must keep the accounting records for all receipts and payments on account of the Gift Fund separate from the general accounting records of the Club.
- 15.6 All accounting records kept by the Club must enable the Club to meet its statistical reporting obligations under Sub-Rule 5.8.
- 15.7 The Club must issue receipts for all amounts and property received and those receipts must:
- (a) state the name of the Club;
  - (b) state the Australian Business Number applicable to the Club; and
  - (c) if the receipt relates to a gift to the Gift Fund then the receipt must state
    - (i) the name of the Gift Fund; and
    - (ii) the fact that the receipt is for a gift.

## **16.0 Sections and Branches**

- 16.1 Sections and branches of the Club may be formed at the written request of six or more members. Members of the section or branch shall pay their subscriptions to the Treasurer. Council may resolve to remit all or some of the subscriptions of section or branch members to the section or branch committee to enable it to conduct the business of the section or branch.
- 16.2 Section or branch committees or representatives shall not express opinions that may be taken to be expressed on behalf of the Club as a whole unless specific permission has first been granted by Council. Section or branch representatives shall not hold themselves out to be representatives of the Club as a whole.

Chairpersons of section or branch committees shall be referred to as Chairpersons and not as presidents.

## **17.0 Dissolution**

- 17.1 At an extra-ordinary general meeting called for the purpose and by resolution of a 75 per cent majority of members present in person or by proxy, the Club shall be resolved to be dissolved. The meeting shall appoint a Trustee to conduct the dissolution. Thereafter, the Club shall be deemed to exist for the purpose of winding up the business and distributing the assets, if any, as hereinafter provided.
- 17.2 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which:
- (a) is not carried out for the purposes of profit or gain to its individual members;
  - (b) is approved by the Commissioner of Taxation as exempt from income tax under Division 50 of the ITAA 97;
  - (c) is on the Register of Environmental Organisations and is approved by the Commissioner of Taxation as a deductible gift recipient under Item 6.1.1 of subsection 30-55(1) of the ITAA 97; and
  - (d) shall be determined by resolution of the members.
- 17.3 Upon the final distribution of the assets, the Trustee shall dispose of the books and records of the Club by first offering them to the Battye Library and the Club shall then stand finally dissolved.

## **18.0 By-laws**

- 18.1 The Council may formulate, issue, adopt, interpret and amend such by-laws for the proper advancement, management and administration of the Club and the objects of the Club as Council thinks necessary or desirable.
- 18.2 All by-laws and any amendment to the by-laws must be consistent with these Rules and must be approved by ordinary resolution of the members at a General Meeting.
- 18.3 All by-laws made under this Rule shall be binding on the Club and the members.

## **19.0 Notices**

Any notice to a member required by these Rules or the Act to be given may at the option of the giver be given in any of the following manners:

- (a) By publication in 'The Naturalist News' or any newsletter of the Club, whether by electronic communication or in a paper version.
- (b) Where a member had provided an email address to the Club, then by email to that address.
- (c) Where a member has provided a postal address to the Club, then by letter or newsletter addressed to the member at that address.

- (d) A written communication shall, in the absence of proof to the contrary, be deemed to have been received 3 days after it was despatched.
- (e) The time that an electronic communication is received shall, in the absence of proof to the contrary, be deemed to be the next day and in any event no later than the time provided for in Section 14 of the *Electronic Transactions Act 2011*.

## 20.0 Interpretation of Rules

### 20.1 In these Rules:

**"Act"** means the Associations Incorporation Act 1987 including any amendment or re-enactment thereof for the time being in force;

**"Commissioner of Taxation"** means a Commissioner of Taxation, Second Commissioner of Taxation and Deputy Commissioner of Taxation as provided for in sections 4 and 7 of the Taxation Administration Act 1953;

**"Rules"** means these Rules and all supplementary substituted or amending Rules for the time being in force;

**"Club"** means the Club named in Rule 1.0;

**"Gift Fund"** means the fund referred to in Rule 5.0;

**"ITAA 97"** means the Income Tax Assessment Act 1997 as amended from time to time;

**"Objects"** means the objects in Rule 2.0.

**"property"** means any money, goods, thing in action, right, land, business undertaking, intangible asset, intellectual property and any other real or personal property of any nature or description, whether present or future, tangible or intangible, vested or contingent and any legal, equitable or statutory right, title, estate, tenure, interest, income, revenue or benefit in, under, derived from or incidental to that property.

**"Register of Environmental Organisations"** means the register of environmental organisations kept by the Department of Environment and Heritage pursuant to Sub-Division 30-E of the ITAA 97.

**"Responsible Person"** means a person who has a degree of responsibility to the community as a whole and includes school principals, judges, clergymen, solicitors, doctors, accountants and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, they are persons who perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, state law societies and medical registration boards) which has a professional code of ethics and rules of conduct;

**"WA Naturalists' Fund Management Committee"** means the committee established under Rule 6.0 to manage the Gift Fund;

- ### 20.2
- In the event of any dispute or difference arising as to the interpretation of these Rules or on any matter affecting the policy of the Club, such dispute or difference shall be referred to Council and failing amicable settlement thereby shall be referred to a general meeting of members, the ruling of Council to apply until that time.

- 20.3 In these Rules, words implying the masculine gender shall include the feminine gender and words implying the singular number shall include the plural.

## **21.0 Amendment to Rules**

- 21.1 These Rules shall not be altered, added to or rescinded except by special resolution of an annual general meeting or of an extra-ordinary general meeting called for the purpose and then only if agreed to by at least seventy five per cent of the votes recorded.
- 21.2 No alteration to these Rules purporting to change the Club's name, the Gift Fund's name or the Objects shall be effective until approved by the Department of Environment and Heritage.
- 21.3 No alteration or addition to these Rules shall be made which may be inconsistent with the Objects or may result in the Club established by these Rules ceasing to be a tax-exempt and gift-deductible entity under the ITAA 97.

## **22.0 Saving Clauses**

- 22.1 All acts of any meeting of Council or of any committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member or members of such Council or committee or that the members of any of them were disqualified, be as valid as if every such appointment and member was regular and qualified, as the case may be.



