

Hepburn Wildlife Shelter Inc
275 Bald Hill Road, BASALT VIC 3461

RULES

FORMED FOR

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BASALT VIC 3461

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RULES

Hepburn Wildlife Shelter Inc

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Hepburn Wildlife Shelter Inc

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ASSOCIATIONS INCORPORATION ACT 1981

Hepburn Wildlife Shelter Inc
RULES

PRELIMINARY

1. NAME

The name of the Incorporated Association is Hepburn Wildlife Shelter Inc (in these Rules called the **Association**).

2. DEFINITIONS AND INTERPRETATION

(1) In these Rules, unless the contrary intention appears:-

Act means the *Associations Incorporation Act 1981*.

Business Day means any day other than a Saturday, Sunday, bank holiday or public holiday in Victoria.

Commissioner has the same meaning ascribed to that expression in the Tax Act.

Committee means the Committee of the Association.

Financial Year means the year ending on 30th June.

Foundation Member means a person who was a Member of the Association at the time these Rules were adopted.

Founder means Gayle Heather Chappell of 275 Bald Hill Road, Basalt in the State of Victoria.

General Meeting means a meeting of the Members convened in accordance with Rule 12.

Member means a member of the Association.

Officer means a person holding one or more of the offices set out in Rule 26.

Ordinary Committee Member means a Committee Member who is not an Officer of the Association under Rule 21.

Register means the register of Members.

Regulations means Regulations under the Act.

Relevant Documents has the same meaning as in the Act.

Responsible Person means a natural person who:-

- (a) performs a significant public function; or
 - (b) is a member of a professional body having a code of ethics or rules of conduct; or
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- (c) is officially charged with spiritual functions by a religious institution; or
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange; or
- (e) has received a formal recognition from government for services to the community; or
- (f) because of their tenure in a public office or their position in the community, have a degree of responsibility to the community as a whole; or
- (g) is approved as a Responsible Person by the Commissioner.

Special Resolution means a resolution passed at a General Meeting:–

- (a) of which not less than twenty one (21) days notice specifying the intention to propose the resolution as a Special Resolution is given to all Members; and
- (b) of the Foundation Members who vote in person or by proxy at the meeting, not less than three quarters vote in favour of the resolution.

Tax Act means the *Income Tax Assessment Act 1997* (Commonwealth).

- (2) In these Rules, a reference to the Secretary of an Association is a reference-
 - (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) in any other case, to the Public Officer of the Association.

PURPOSES

3. PURPOSES

- (1) The Association intends to become a charitable institution whose purposes are charitable within the legal sense of that term.
 - (2) The principal activity of the Association is to provide short-term direct care to animals injured deliberately or accidentally, orphaned or affected by natural or man-made disasters and in order to do so:–
 - (a) to operate a fully equipped rescue unit which will be on constant stand-by to attend to emergencies such as bushfires, oil spills, floods and the like;
 - (b) to facilitate a network of specially training veterinarians, veterinary nurses, wildlife rescuers and other personnel with relevant training in order to provide appropriate and skilful care to affected animals;
 - (c) to provide a short term sanctuary and shelter facility for those animals requiring such care with the objective of releasing those animals upon their recovery to suitable permanent homes or, in the case of native wildlife, to release the rehabilitated animals in a suitable bushland environment;
 - (d) to conduct workshops, lectures and field days to educate a variety of persons in relation to the care and handling of animals, particularly sick and injured animals;
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- (e) to operate an emergency information service to provide information to members of the public who encounter a sick or injured animal;
- (g) to support other organisations and individuals whose activities are similar to those of the Association;
- (h) to develop a gift fund aimed specifically at raising money from gifts and donations in order to fund the purchase and maintenance of equipment, supplies and veterinary costs;
- (i) to support, fund and engage in research, rescue and rehabilitation of animals of all types; and
- (j) to lease a property to safely house abandoned, injured, neglected and sick animals.

MEMBERSHIP

4. MEMBERSHIP

- (1) A Member shall not be liable to pay any fees, expenses, levies or costs as a result of gaining or maintaining membership of the Association other than as determined by the Board.
- (2) A right, privilege or obligation of a person by reason of membership of the Association:-
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

5. ADMISSION, ENTRY FEES AND SUBSCRIPTION

- (1) Other than a Foundation Member, a person who applies, and is approved, for membership as provided in these Rules is eligible to be a Member on payment of the entrance fee and annual subscription payable under these Rules.
 - (2) A Foundation Member shall not be required to apply for membership but is deemed to have agreed to be bound by these Rules.
 - (3) A person who is not a Member at the time of the adoption of these Rules (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless:-
 - (a) he or she applies for membership in accordance with Rule 4(4); and
 - (b) the admission as a Member is approved by the Committee.
 - (4) An application of a person for membership of the Association must:-
 - (a) be made in writing in the form set out in Appendix 1A (in the case of an application to be admitted as a Foundation Member), Appendix 1B (in the case of an application to be admitted as a Volunteer Member); or Appendix 1C (in the case of an application to be admitted as a Donor Member)
 - (b) be lodged with the Secretary of the Association.
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- (5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
 - (6) The Committee must determine whether to approve or to reject the application.
 - (7) If the Committee approves an application for membership, the Secretary must, as soon as practicable:-
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
 - (8) The Secretary must, within 28 days after receipt of the amounts referred to in Rule 5(7), enter the applicant's name in the Register.
 - (9) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the Register.
 - (10) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

6. CLASSES OF MEMBERSHIP

- (1) By Special Resolution, the Association may create different classes of membership and may confer on each such newly created class of membership such rights, privileges or benefits as the Association sees fit.
 - (2) Where different classes of membership have been created, the Committee may, on accepting an applicant's application for membership, admit an applicant to a class of membership which appears appropriate to the Committee.
 - (3) Members admitted to all membership classes will not be permitted to vote other than Foundation Members.
 - (4) A Foundation Member shall have the following rights:-
 - (a) the right to cast one (1) vote at General Meetings of the Association;
 - (b) the right to appoint a proxy to attend and vote for an absent Foundation Member at General Meetings of the Association;
 - (c) the right to accept nomination for, and hold office as, a member of the Committee.
 - (5) A Volunteer Member, being a class of membership available to a person who volunteers their services for not less than two hundred (200) hours in a twelve (12) months period, shall have the following rights:-
 - (a) no right to vote at any General Meeting of the Association;
 - (b) the right to attend and speak at General Meetings of the Association;
 - (c) the right to receive educational and informative material pertinent to the activities of the Association,
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but membership of this class will expire where a Volunteer Member has volunteered their services for less than twenty six (26) hours in a twelve (12) months period.

(6) A Donor Member, being a class of membership available to a person who has donated not less than thirty dollars (\$30.00) to the Association in a twelve (12) months period, shall have the following rights:-

- (a) no right to vote at any General Meeting of the Association;
- (b) the right to attend and speak at General Meetings of the Association;
- (c) the right to receive educational and informative material pertinent to the activities of the Association,

but membership of this class will expire where a Donor Member has not donated at least thirty dollars (\$30.00) to the Association in a twenty four (24) months period.

7. MEMBERSHIP FEES

- (1) A Member shall not be liable to pay any fees, expenses, levies or costs as a result of gaining or maintaining membership of the Association other than as determined by the Board.
- (2) The entrance fee is the relevant amount set out in Appendix 4. The quantum of the entrance fee is subject to change.
- (3) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1st July in each year. The quantum of the annual subscription is subject to change.

8. RIGHTS OF MEMBERS

- (1) A right or privilege of a person by reason of membership of the Association:-
 - (a) shall not apply to a newly admitted Member until and unless that Member has paid in full all entrance fees and annual subscriptions payable upon admission;
 - (b) is not capable of being transferred or transmitted to another person; and
 - (c) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (2) Only the Foundation Members have the right to cast one (1) vote at every General Meeting provided that at the time of voting the Foundation Member has paid in full all entrance fees, annual subscriptions and any other amount payable at the time of voting.

9. CEASING MEMBERSHIP

- (1) A Member who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving notice in writing to the Secretary of his or her intention to resign.
 - (2) Upon the receipt by the Secretary of the notice of resignation in writing:-
 - (a) the Member ceases to be a Member; and
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- (b) the Secretary must record in the Register the date on which the Member ceased to be a Member.

10. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (1) Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution:-
 - (a) fine that Member an amount not exceeding \$500.00; or
 - (b) suspend that Member from membership of the Association for a specified period; or
 - (c) expel that Member from the Association.
 - (2) A resolution of the Committee under Rule 10(1) does not take effect unless:-
 - (a) at a meeting held in accordance with Rule 10(3), the Committee confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
 - (3) A meeting of the Committee to confirm or revoke a resolution passed under Rule 10(1) must be held not earlier than fourteen (14) days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 10(4).
 - (4) For the purposes of giving notice in accordance with Rule 10(3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:-
 - (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than 28 days after the notice has been given to that Member; and;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he or she may do one or both of the following:-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
 - (5) At a meeting of the Committee to confirm or revoke a resolution passed under Rule 10(1), the Committee must:-
 - (a) give to the Member, or his or her representative, an opportunity to be heard; and
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- (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- (7) If the Secretary receives a notice under Rule 10(6), he or she must notify the Committee and the Committee must convene a General Meeting of the Association to be held within twenty one (21) days after the date on which the Secretary received notice.
- (8) At a General Meeting of the Association convened under Rule 10(7) -
- (a) no business other than the question of the appeal may be conducted; and;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:-
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:-
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of
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Victoria (Department of Justice).

- (5) A Member can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

MEETINGS OF MEMBERS

12. ANNUAL GENERAL MEETINGS

- (1) The Committee may determine the date, time and place of the Annual General Meeting of the Association.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be:-
 - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect Officers and the Ordinary Committee Members; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

13. SPECIAL GENERAL MEETINGS

- (1) In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
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- (2) All General Meetings other than the Annual General Meeting are special General Meetings.
 - (3) The Committee may, whenever it thinks fit, convene a special General Meeting of the Association.
 - (4) If, but for this Rule, more than fifteen (15) months would elapse between Annual General Meetings, the Committee must convene a special General Meeting before the expiration of that period.
 - (5) The Committee must, on the request in writing of Foundation Members representing not less than five per cent (5%) of the total number of Foundation Members, convene a special General Meeting of the Association.
 - (6) The request for a special General Meeting must:-
 - (a) state the objects of the meeting; and
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
 - (7) If the Committee does not cause a special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a special General Meeting to be held not later than three (3) months after that date.
 - (8) If a Special General Meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

14. SPECIAL BUSINESS

All business that is conducted at a special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

15. NOTICE OF GENERAL MEETINGS

- (1) The Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
 - (2) Notice may be sent:-
 - (a) by pre-paid post to the address appearing in the Register; or
 - (b) if the Member requests, by facsimile transmission or electronic transmission.
 - (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
 - (4) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the
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notice calling the next General Meeting.

16. QUORUM AT GENERAL MEETINGS

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Three (3) Foundation Members personally present, one of whom shall be Founder (whilst the Founder holds office as President), being Members entitled under these Rules to vote at a General Meeting, constitute a quorum for the conduct of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:-
 - (a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Foundation Members personally present, not less than three (3), including the Founder, shall be a quorum.

17. PRESIDING AT GENERAL MEETINGS

- (1) The President shall preside as Chairperson at each General Meeting of the Association.
- (2) If the President is absent from a General Meeting, the meeting shall be adjourned to the same day in the next week at the same time and at the same place.
- (3) If the President is unable to preside at the adjourned meeting, the Foundation Members present must elect one (1) of their number to preside as Chairperson.

18. ADJOURNMENT OF MEETINGS

- (1) The person presiding may, with the consent of a simple majority of Foundation Members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting which was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- (4) Except as provided in Rule 15(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. VOTING AT GENERAL MEETINGS

- (1) Upon any question arising at a General Meeting of the Association, a Foundation Member has one (1) vote only.
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- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the President (and in the absence of the President, the Chairperson) shall be entitled to exercise a second or casting vote.
- (4) A Foundation Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Foundation Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (5) A person being a Volunteer Member or a Donor Member is not entitled to attend a General Meeting unless all moneys due and payable by the Volunteer Member or the Donor Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a General Meeting of the Association is determined on a show of hands:-

- (1) a declaration by the Chairperson that a resolution has been:-
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost; and
- (2) an entry to that effect in the minute book of the Association

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. PROXIES

- (1) Each Foundation Member is entitled to appoint a person as a proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The Person appointed as a proxy for a Foundation Member must be another Member (including a Volunteer Member or a Donor Member) unless the Committee stipulates otherwise in the Notice of Meeting.
- (3) The notice appointing the proxy must be:-
 - (a) for a meeting of the Association convened under Rule 10(7), in the form set out in Appendix 2; or
 - (b) in any other case, set out in Appendix 3.

22. MEETING AT SEVERAL VENUES

The Association may hold a meeting of its Members at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

23. VIRTUAL MEETINGS OF MEMBERS

- (1) A virtual meeting of the Association may be called or held using any technology determined by the Committee.
- (2) The technology to be used for the purpose of this Article must be such that each Member taking part in the meeting must be able to communicate with each of the other Members taking part in the meeting and may include telephone, television, video conferencing, email or any other audio and/or visual device which permits instantaneous communication.
- (3) A virtual meeting shall be deemed to constitute a meeting of the Association and all the provisions of these Rules as to meetings of the Association shall apply to any virtual meeting provided the following conditions are met:—
 - (a) all the Members for the time being entitled to receive notice of the meeting of the Association shall be entitled to notice of a virtual meeting. Notice of any such meeting may be given by an appropriate form of technology or in any other manner permitted by these Rules; and
 - (b) a Member may not leave a virtual meeting by disconnecting from the technology used unless he or she has previously expressly notified the [Chairperson](#) of the meeting of his or her intention to leave the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.
- (4) A minute of the proceedings of virtual meetings shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the [Chairperson](#) of the meeting.

24. PASSING RESOLUTIONS WITHOUT MEETINGS

- (1) The Association may pass a resolution without a meeting if all of the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
 - (2) A resolution, dealt with in accordance with Rule 24(1), is passed on the day on which the document is signed and at the time at which the document is last signed by a Member or, if the Members sign the document on different days, on the day on which, and at the time at which, the document is last signed by a Member.
 - (3) For the purposes of Rule 24(1):-
 - (a) two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Members will together be deemed to constitute one document containing a statement in those terms signed by the Members;
 - (b) any document so signed by a Member may be delivered to the Association at the registered office of the Association (or other place advised by the [Chairperson](#)) by post, by facsimile or other electronic means or by being delivered personally by that Member or those Members.
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COMMITTEE

25. POWERS AND FUNCTION

- (1) The affairs of the Association shall be managed by the Committee.
- (2) The Committee:-
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to Section 23 of the Act, the Committee shall consist of:-
 - (a) the Officers of the Association; and
 - (b) the number of Ordinary Committee Members determined by the Committee from time to time, such number being not more than two (2),each of whom shall be elected at the Annual General Meeting of the Association in each year.

26. OFFICERS

- (1) The Officers of the Association shall be comprised of:-
 - (a) the President;
 - (b) the Treasurer; and
 - (c) the Secretary.
- (2) Subject to Rule 27, the provisions of Rule 28 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Rule 26(1).
- (3) Subject to Rule 27, each Officer of the Association shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election but is eligible for re-election.

27. PRESIDENT

- (1) Notwithstanding any other provision in these Rules, the Founder shall hold office as President of the Association until she resigns or is disqualified from holding office through death, bankruptcy, legal incapacity, mental incapacity or ceasing to be a Foundation Member.
 - (2) Whilst the Founder holds office as President, she shall be entitled at her full and unfettered discretion to:-
 - (a) act as Chairperson of all meetings of the Members; and
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- (b) act as Chairperson of all meetings of the Committee.
 - (3) Whilst the Founder holds office as President, the operation of Rule 30 shall have no application to the Founder.
 - (4) When the Founder no longer holds office as President:–
 - (a) the office of President shall be held by the Committee Member elected by the Committee who shall hold such office until the conclusion of the Annual General Meeting next after the date of his or her election and is eligible for re-election;
 - (b) the provisions of Rules 28, 29 and 30 shall apply to the office of President.

28. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

- (1) No person may become or continue to be a Committee Member unless such person is a current Foundation Member whose membership fees:–
 - (a) are fully paid up at the time of nomination; and
 - (b) continue to be fully paid up whilst acting as a Committee Member.
- (2) Nominations of candidates for election of Officers and Ordinary Committee Members must be:–
 - (a) made in writing, signed by two (2) Foundation Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary not less than thirty (30) days before the date fixed for the holding of the Annual General Meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of Officers and Ordinary Committee Members must be conducted at the Annual General Meeting in such manner as the Committee may direct.
- (7) In electing the Officers and Ordinary Committee Members, the Members shall be mindful of the need for a majority of Committee Members to be Responsible Persons.

29. TENURE OF COMMITTEE MEMBERS

- (1) Subject to these Rules, each Committee Member shall hold office until the conclusion of the Annual General Meeting next after the date of election but is eligible for re-election.
 - (2) The office of an Officer or an Ordinary Committee Member becomes vacant if the Officer or Ordinary Committee Member:–
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- (a) ceases to be a Foundation Member;
 - (b) fails to pay his or her membership fees within thirty (30) days of the due date without good cause;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act, 2001;
 - (d) resigns from office by notice in writing given to the Secretary or, in the case of the resignation of the Secretary, given to the President.
- (3) In the event of a casual vacancy occurring in the office of an Ordinary Committee Member, the Committee may appoint a Member to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (4) In the event of a casual vacancy in any office referred to in Rule 26(1) the Committee may appoint a Committee Member to the vacant office and the Committee Member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

30. REMOVAL OF COMMITTEE MEMBER

- (1) The Association in General Meeting may, in accordance with Clause 30(2) hereof, remove any Committee Member before the expiration of the Committee Member's term of office and appoint another Foundation Member in his or her place to hold office until the expiration of the term of the first-mentioned Committee Member.
- (2) In order for the Association to remove a Committee Member as described in Clause 30(1), a Special Resolution must be passed by the Members.
- (3) A Committee Member who is the subject of a proposed resolution referred to in Rule 30(2) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (4) The Secretary or the President may give a copy of the representations to each Foundation Member or, if they are not so given, the Committee Member may require that they be read out at the meeting.

MEETINGS OF THE COMMITTEE

31. CONVENING COMMITTEE MEETINGS

- (1) The Committee must meet at least quarterly in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any three (3) of the Committee Members.

32. NOTICE OF COMMITTEE MEETINGS

- (1) Written notice of each Committee Meeting must be given to each Committee Member at least two (2) Business Days before the date of the meeting.
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- (2) Written notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

33. QUORUM FOR COMMITTEE MEETINGS

- (1) Not less than one-half of the Committee Members, one of whom shall be the Founder (whilst the Founder holds office as President), constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:-
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Committee may act notwithstanding any vacancy on the Committee.

34. PRESIDING AT COMMITTEE MEETINGS

- (1) The President shall act as Chairperson at each Committee meeting of the Association.
- (2) If the President is absent from a Committee meeting, or is unable to preside, the Committee Members present must elect one (1) of their number to act as Chairperson.
- (3) Whilst the Founder holds office as President, a Committee meeting shall only proceed in the absence of the Founder if the Founder appoints a Committee Member to act as Chairperson of that meeting by notice in writing to all Committee Members.

35. VOTING AT COMMITTEE MEETINGS

- (1) Questions arising at a meeting of the Committee, or at a meeting or any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a Committee Member requests, by a secret ballot taken in such manner as the Chairperson may determine.
- (2) Each Committee Member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote.
- (3) In the case of an equality of voting on a question, the Chairperson the meeting shall be entitled to exercise a second or casting vote.

36. VIRTUAL MEETINGS OF COMMITTEE MEMBERS

- (1) A virtual meeting of the Committee may be called or held using any technology determined by the Committee.
 - (2) The technology to be used for the purpose of this Article must be such that each Committee Member taking part in the meeting must be able to communicate with each of the other Committee Members taking part in the meeting and may include telephone, television, video conferencing, email or any other audio and/or visual device which permits instantaneous communication.
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- (3) A virtual meeting shall be deemed to constitute a meeting of the Committee and all the provisions of these Rules as to meetings of the Committee shall apply to any virtual meeting provided the following conditions are met:—
- (a) all the Committee Members for the time being entitled to receive notice of the meeting of the Committee shall be entitled to notice of a virtual meeting. Notice of any such meeting may be given by an appropriate form of technology or in any other manner permitted by these Rules; and
 - (b) a Committee Member may not leave a virtual meeting by disconnecting from the technology used unless he or she has previously expressly notified the **Chairperson** of the meeting of his or her intention to leave the meeting and a Committee Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.
- (4) A minute of the proceedings of virtual meetings shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the **Chairperson** of the meeting.

37. PASSING RESOLUTIONS WITHOUT MEETINGS

- (1) The Committee may pass a resolution without a meeting if all of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (2) A resolution, dealt with in accordance with Rule 37(1), is passed on the day on which the document is signed and at the time at which the document is last signed by a Committee Member or, if the Committee Members sign the document on different days, on the day on which, and at the time at which, the document is last signed by Committee Member.
- (3) For the purposes of Rule 37(1):-
 - (a) two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Committee Members will together be deemed to constitute one document containing a statement in those terms signed by the Committee Members;
 - (b) any document so signed by a Committee Member may be delivered to the Association at the registered office of the Association (or other place advised by the **Chairperson**) by post, by facsimile or other electronic means or by being delivered personally by that Committee Member or those Committee Members.

ADMINISTRATION

38. NOTICE TO MEMBERS

Except for the requirement in Rule 12, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:-

- (1) delivering the notice to the Member personally; or
 - (2) sending it by prepaid post addressed to the Member at that Member's address shown in the Register; or
-

- (3) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

39. MINUTES OF MEETINGS

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee Meetings.

40. SEAL

- (1) The Common Seal of the Association must be kept in the custody of the Secretary.
- (2) The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two (2) Committee Members or of one Committee Member and of the Public Officer of the Association.

41. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, and securities and any other Relevant Documents of the Association must be available for inspection free of charge by any Foundation Member upon request.
- (3) A Foundation Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

42. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Association must not be altered except by the passing of a Special Resolution and otherwise in accordance with the Act.

43. CREATION, AMENDMENT AND REPEAL OF BY-LAWS

The Committee has power to make By-Laws concerning membership application and qualification for membership of the Association and any other matter which the Committee believes suitable for including in such By-Laws.

FINANCIAL

44. FUNDS

- (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, grants, donations and such other sources as the Committee determines.
 - (2) The Treasurer of the Association must:—
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Committee; and
-

- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

45. APPLICATION OF INCOME AND PROPERTY

- (1) The income and property of the Association, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its Purposes and in the exercise of powers conferred upon it by these Rules.
- (2) No portion of the income and property of the Association shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members.
- (3) The prohibition set out in Rule 45(2) shall not, however, prevent the payment in good faith of:–
 - (a) interest (provided that it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to a Member in respect of moneys advanced by that Member to the Association, or otherwise owing by the Association to the Member; or
 - (b) any remuneration to any Officers or servants of the Association or other person in return for any services genuinely rendered to the Association.

46. AUTHORISED SIGNATORIES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed as determined by the Committee from time to time, provided that:–

- (1) whilst the Founder holds office as President, the Founder must be one of the two signatories, the other signatory being another Committee Member;
- (2) when the Founder no longer holds office as President, both signatories must be Committee Members.

47. BANKERS

The bankers to the Association shall be determined by the Committee from time to time.

48. AUDIT

- (1) At each Annual General Meeting, one or more auditors may be appointed for the ensuing twelve (12) months. No person shall be appointed as auditor unless he or she is a registered practising accountant and holds no office with the Association. At the same time as the appointment is made, the remuneration of the auditor or auditors for the ensuing twelve (12) months shall be fixed.
 - (2) Any vacancy in the office of auditor during the year shall be rectified at the discretion of the Committee.
 - (3) The auditor or auditors shall have access at all times to the financial books and records of the Association and shall be entitled to require from the Committee Members such information or explanations as he or they may deem necessary for the performance of his or their duties.
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- (4) If an auditor has, or auditors have, been appointed:–
- (a) the balance sheet drawn up as at the end of each Financial Year and the profit and loss statement for the Financial Year shall be audited by the auditor or auditors; and
 - (b) the auditor or auditors shall present a report which shall be tabled at the Annual General Meeting.

PUBLIC FUND

49. ESTABLISHMENT OF PUBLIC FUND

The Association may, and if granted endorsement as a tax deductible gift recipient shall, establish and maintain a public fund for the purpose of receiving donations in order to carry out and administer the objects of the Association as described in these Rules. The public fund shall be 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 public fund must not receive any other money or property into its account and it must comply with Sub-Division 30 of the Tax Act.

50. RULES GOVERNING THE PUBLIC FUND

- (1) All gifts of money made to the Association and all income received by the Association as gifts or donations from any member of the public or from any other source are to be deposited to one or more separate bank accounts operated by the Association and, in the books of account of the Association, credited to one or more separate accounts. For the purposes of these Rules, any such bank account will be referred to as The Wildlife Centre Public Fund Bank Account and such accounts in the books of account of the Association will be referred to as the Public Fund Account.
 - (2) All gifts or donations of a non-monetary nature or type must be specifically identified on a gift register and all such items must in the books of account of the Association be credited to The Wildlife Centre Public Fund Account.
 - (3) A receipt must be given by the Association to the donor of all gifts or donations, whether of a monetary or non-monetary nature. The receipt must show the following items:–
 - (a) name of the Association; and
 - (b) the Australian Business Number applicable to the Association;
 - (c) (i) if the gift or donation is of a monetary nature, the quantum of money received;
or
(ii) if the gift or donation is of a non-monetary nature, a full and accurate description of the item or items the subject of the gift or donation; and
 - (d) a statement that the receipt is for a gift.
 - (4) The funds standing to the credit of The Wildlife Centre Public Fund Account must be used solely in pursuance of the purposes of the Association. Detailed records are to be maintained of all amounts debited to The Wildlife Centre Public Fund Account.
-

- (5) All income and property received by the Association from all sources other than from gifts or donations from the public or from any other source such as government grants, funds from sponsors, proceeds of raffles, fundraising activities and the like are to be credited to such other accounts in the books of account of the Association and under no circumstances shall any such income be credited to The Wildlife Centre Public Fund Account.
- (6) Money received or credited from interest paid on donations, income derived from donated property, and money from the realisation of such property is to be deposited into The Wildlife Centre Public Fund Account.
- (7) The Public Fund will be operated on a not-for-profit basis.
- (8) The Committee will administer the Public Fund. A majority of the Committee Members shall be Responsible Persons.

51. DISTRIBUTION OF PROPERTY ON REVOCATION OF ENDORSEMENT

- (1) Where on the withdrawal or revocation of any endorsement given by the Commissioner of the Association's status as a deductible gift recipient, any surplus assets or property of the public fund shall not form part of the Association's assets or property but must be given or transferred to such other institution or organisation which has all of the following features:-
 - (a) it has been approved as a body which may receive donations of money and/or property with such donations being deductible from the taxable income of the donor; and
 - (b) it has similar purposes to those described in the Association's Purposes; and
 - (c) it is an institution or body which prohibits the distribution of income, profits or assets to its members; and
 - (d) it has gained approval to be recognised as a body whose income is exempt from taxation.
- (2) Such institution or organisation will be determined by the Members within three (3) months of the Association's receipt of formal written notification from the Commissioner of the withdrawal or revocation of endorsement. Failing such a determination, the institution or organisation shall be determined by application to the Supreme Court in Victoria.

WINDING UP

52. PROCEDURE FOR WINDING UP PUBLIC FUND

- (1) If in the event of the winding up of the public fund, there is a surplus of assets in the public fund, the surplus will not be paid or distributed to the Members but will be given or transferred to such other fund, institution or organisation which has the same features as those described in Rule 51(1).
 - (2) Such fund, institution or organisation will be determined by the Members of the Association on or before the time of such winding up. Failing such a determination, the fund, institution or organisation shall be determined by application to the Supreme Court in Victoria.
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53. PROCEDURE FOR WINDING UP ASSOCIATION

- (1) If in the event of the winding up of the Association, there is a surplus of assets in the Association after satisfying all the Association's liabilities and expenses, the surplus will not be paid or distributed to the Members but will be given or transferred to such other institution or organisation which:—
 - (a) has similar purposes to that of the Association; and
 - (b) is not carried on for the purpose of profit or gain to its individual members.
- (2) Such institution or organisation will be determined by the Foundation Members on or before the time of such winding up. Failing such a determination, the institution or organisation shall be determined by application to the Supreme Court in Victoria.

Appendix 1

**APPLICATION FOR MEMBERSHIP OF HEPBURN WILDLIFE SHELTER INC
FOUNDATION MEMBER**

I, _____
(Full name of applicant)

of _____
(Address)

wish to become a Foundation Member of Hepburn Wildlife Shelter Inc.

I agree to provide such documentation as the Committee may require in order to support my eligibility for Foundation Membership.

In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.

Signature of Applicant _____

Date _____

I, _____ *(Name)*

a Foundation Member, nominate the applicant, who is personally known to me, for Associate Membership of the Association.

Signature of Proposer _____

Date _____

I, _____ *(Name)*

a Foundation Member, nominate the applicant, who is personally known to me, for Associate Membership of the Association.

Signature of Proposer _____

Date _____

Appendix 1B

**APPLICATION FOR MEMBERSHIP OF HEPBURN WILDLIFE SHELTER INC
VOLUNTEER MEMBERSHIP**

I, _____
(Full name of applicant)

of _____
(Address)

wish to become a Volunteer Member of Hepburn Wildlife Shelter Inc.

In the event of my admission as a Volunteer Member, I agree to be bound by the Rules of the Association for the time being in force.

I understand that

Signature of Applicant _____

Date _____

Appendix 1C

**APPLICATION FOR MEMBERSHIP OF HEPBURN WILDLIFE SHELTER INC
DONOR MEMBERSHIP**

I, _____
(Full name of applicant)

of _____
(Address)

wish to become a Donor Member of Hepburn Wildlife Shelter Inc.

In the event of my admission as a Donor Member, I agree to be bound by the Rules of the Association for the time being in force.

I understand that

Signature of Applicant _____

Date _____

Appendix 2

**FORM OF APPOINTMENT OF PROXY
FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 10(7)**

I, _____
(Name)

of _____
(Address)

being a Foundation Member of Hepburn Wildlife Shelter Inc

appoint _____
(Name of proxy holder)

of _____
(Address of proxy holder)

as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under Rule 10(7), to be held on _____ 20 and at any adjournment of that meeting.
(Date of meeting)

I hereby authorise my proxy to vote on my behalf [tick one box only]:-

- at their discretion;
- as indicated below

in respect of the following resolution [insert details of resolution passed under Rule 10(1)].

Signed _____

Date _____

Appendix 3

FORM OF APPOINTMENT OF PROXY

I, _____

(Name)

of _____

(Address)

being a Foundation Member of Hepburn Wildlife Shelter Inc

appoint _____

(Name of proxy holder)

of _____

(Address of proxy holder)

as my proxy to vote for me on my behalf at the General Meeting to be held on

_____, 20__

(Date of meeting)

and at any adjournment of that meeting.

I hereby authorise my proxy to vote on my behalf [tick one box only]:-

- at their discretion;
- as indicated below

in respect of the following resolution(s) [insert details of resolution(s)].

Signed _____

Date _____

Appendix 4

<i>Fee</i>	<i>Amount</i>
<i>As at the date of the incorporation of Association (but subject to change subsequent to the date of incorporation):-</i>	
FOUNDATION MEMBERS	
Entrance fee	\$
Annual subscription fee	\$
VOLUNTEER MEMBERS	
Entrance fee	\$
Annual subscription fee	\$
DONOR MEMBERS	
Entrance fee	\$30.00
Annual subscription fee	\$30.00
