



FRIENDS OF THE SOUTH AUSTRALIAN WHALE CENTRE INCORPORATED.

CONSTITUTION

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1. NAME

The name of the Incorporated Association is
"Friends of The South Australian Whale Centre Incorporated"

2. INTERPRETATION

2.1 Definitions

In the Constitution unless the context requires otherwise the following meanings shall apply:

"Act" means the *Associations Incorporations Act 1985* any Act, Ordinance or Law by which it may be replaced.

"Affiliate" means a group that is aligned with the objects of the Association, but is not a member of the Association. An affiliate, may send a delegate to meetings of the Association, but shall have no voting rights under the Constitution.

"Annual General Meeting" (AGM) has the meaning described in Clause 6.

"Committee" means the elected office bearers or members.

"Chairperson" refers to the Chairperson of General Meetings of the Association. The Chairperson is ordinarily the elected President of the Association.

"Co opt" means to select and/or directly appoint a person to a position.

"Constitution" means this Constitution of the Association and all supplementary, substituted or amended Constitutions of the Association for the time being in force.

"Delegate" means the nominee of a member as defined in Clause 4.2.1 (a) of the Constitution or the nominee of an affiliate who is not an individual natural person as defined in Clause 4.2.1 (b) of the Constitution. A delegate shall be appointed in writing by the member, as provided in Clause 10.4 and shall be eligible for appointment as an office bearer, as provided in Clause 9.1 provided that at any given time only one (1) delegate may be appointed by an affiliate. A delegate shall remain the nominee of the member until the member revokes the appointment in writing. A delegate may also be appointed as proxy for the member as provided in Clause 8.2.

"Duly Executed" means:

- a) in the case of a natural person, bearing the signature of that person; or
- b) in the case of an association which has a common seal or official seal, bearing an original impression of the seal and bearing the signatures of the attesting witnesses or other signatories. Provided that: (i) the Committee may permit any document executed on behalf of an association to be treated as duly executed if the Committee is satisfied as to its execution on behalf of that association; and (ii) the Committee may permit any document which appears to be a transmitted facsimile of an original document duly executed in accordance with any of the foregoing provisions of this definition to be treated as duly executed if such document bears a clear likeness of the signatures or seal in question.



“Endorsed Project” means a project which has been approved under the official approval procedures of the South Australian Whale Centre.

“Incorporated Association” means an Association incorporated under the Act.

“Member” means a member who has paid their membership fees for the relevant period, is admitted to membership of the Association whose name is entered in the Association’s Register of Members.

“Month” means calendar month.

“Office” means the registered office for the time being of the Association.

“Officer” means someone who is appointed or elected to a position in the Association and who holds a position of trust

“Ordinary Resolution” means a resolution passed by a majority of the votes cast.

“Person” includes an individual, group, corporation, or other Association.

“Poll” means to count and record votes on resolutions.

“President” means the person elected to that office under this Constitution and the President shall also assume the role of Chairperson of General Meetings.

“Register of Members” means the Register of Members to be kept pursuant to the Act and this Constitution.

“Regulations” means the Regulations made under the Act as they may be amended from time to time.

“Seal” means the Common Seal for the time being of the Association.

“Secretary” means the person authorised to perform the duties of secretary of the Association and include a person appointed to perform these duties temporarily.

“Special Resolution” means a resolution that has been passed by at least seventy-five per centum (75%) of the votes cast by entitled members at a duly constituted meeting where notice and details of the special resolution were issued.

“Writing” and **“written”** include typing, printing, and any other mode of representing words or figures in a visible form including those displayed on any electronic screen.

“Volunteer” shall mean any person or group who donates their skill, time, labour and/or expertise to the furtherance of the objects of this Association.

“Year” means calendar year.



2.2 Construction

In the Constitution unless the context requires otherwise:

2.2.1 Words (including defined expressions) importing the singular shall include the plural and vice versa;

2.2.2 Words (including defined expressions) importing persons shall include bodies corporate, partnerships, businesses, Associations, government or quasi-government bodies and networks; and

2.2.3 Words of one gender shall include the other gender.

2.3 Headings

Headings shall be ignored when construing the Constitution.



3. OBJECTIVES

The objects of the Association are:

- 3.1** To provide voluntary assistance to The South Australian Whale Centre, Marine Community Conservation and Marine Scientific Research in South Australia, in liaison with the South Australian Whale Centre.
- 3.2** To raise funds for the administration and related activities of the Association or any of its members, and for endorsed projects which benefit The South Australian Whale Centre, Marine Community Conservation and Marine Scientific Research in South Australia.
- 3.3** To publicise The South Australian Whale Centre, Marine Community Conservation and Marine Scientific Research in South Australia.
- 3.4** To provide cultural and social opportunities and activities for members and the general public and develop and enhance community responsibility through awareness, support and enjoyment of The South Australian Whale Centre, Marine Community Conservation and Marine Scientific Research in South Australia.
- 3.5** To recognise the value and contribution that volunteers provide to the enhancement of The South Australian Whale Centre, Marine Community Conservation and Marine Scientific Research in South Australia by providing support in any appropriate way.
- 3.6** To publicise the partnership support role of volunteers.
- 3.7** To receive gifts and to apply them to projects concerned with The South Australian Whale Centre, Marine Community Conservation and Marine Scientific Research in South Australia.

These objects shall be furthered by the holding of meetings, working bees, lectures, conferences and competitions; the communication of information to member groups and the community; any other appropriate activities.



4. MEMBERSHIP

4.1 Membership

When a person has agreed to become a member of the Association and has paid the Association's membership fee, then that person will be admitted to membership pursuant to the Constitution, and their name shall be entered in the Association's Register of Members.

4.2 Classes of Member

4.2.1 There shall be three classes of member, being:

(a) *Ordinary Members*

This class shall consist of natural persons, family units, bodies corporate, partnerships, businesses, Associations, government or quasi-government bodies and networks who support the objects of the Association;

(b) *Volunteer Associate Members*

This class shall consist of persons who are members of volunteer programs endorsed by the South Australian Whale Centre.

(c) *Life Member*

This class shall consist of natural persons who, in the opinion of the management Committee, have rendered outstanding service.

4.3 Votes

Members may exercise the following votes:

4.3.1 Ordinary Members - 1 vote

4.3.2 Volunteer Associate Members - 1 vote

4.3.3 Life Member - 1 vote

4.3.4 Affiliates, not being members, shall have no votes.

4.4 Membership Fees

The Association shall set membership fees for the different classes of membership, which shall be payable annually on 1 July each year. Memberships are valid for the 12 month period of a financial year and no pro-rata of rates is applicable.

4.5 Transfer of Rights

The rights and privileges of a member shall not be transferable and shall cease upon such a person ceasing to be a member.

4.6 Register of Members

4.6.1 The secretary shall keep a Register of Members which contains the name, address, e-mail, telephone number and subscription details of each member and include the date of joining and leaving the Association; and

4.6.2 The Register of Members shall be made available upon request for inspection by members.



5. CESSATION OF MEMBERSHIP

5.1 Resignation

A Member may at any time, by giving written notice to the secretary, resign membership of the Association.

5.2 Failure to Comply with Constitution

If any member shall wilfully refuse or neglect to comply with the provisions of the constitution or shall be guilty of any conduct which in the opinion of the Committee is unbecoming to a member or prejudicial to the interests of the Association, the Committee shall have the power to expel the member from the Association **PROVIDED THAT** at least one (1) month before the Committee meeting at which a resolution for the member's expulsion is to be considered, the member shall have been given notice of such meeting and what is alleged against them and of the intended resolution for their expulsion and they shall at such meeting and before the passing of such resolution have had an opportunity to give oral or written explanation for their defence.

5.3 Disqualification of Members

A member ceases to be a member of the Association if:

5.3.1 The Committee resolves that the member has failed to comply with the Constitution, according to 5.2; or

5.3.2 The member dies or becomes legally incapacitated.

5.4 Forfeiture of Rights and Privileges

Any person who ceases to be a member of the Association shall forfeit all rights and privileges of membership and shall have no rights in, or to claim upon, the Association or the property or funds of the Association except as a creditor.

5.5 Non-payment of Fees

If a member has not paid fees due in any year by 1 August and they have been notified in writing by the Association of this failure, they shall cease to be a member of the Association.



6. GENERAL MEETINGS

6.1 Annual General Meetings

An Annual General Meeting of the Association shall (unless otherwise permitted By the Act) be held:

6.1.1 At least once in every calendar year; and

6.1.2 Within the period of five (5) months after the end of its financial year.

6.2 Convening of General Meetings

A General Meeting may be convened by the Committee or upon receipt by the secretary of a request in writing of no fewer than ten (10) members of the Association and in which instance the Committee shall convene such meeting within five weeks of receipt of the request for the purposes specified in the written request duly signed or executed by such member(s).

6.3 Notice of General Meetings

At least twenty-one (21) days notice (exclusive of the day on which the notice is given or deemed to be given but inclusive of the day for which the meeting is convened) of any General Meeting shall be given in writing to all the members entitled to receive notices of meetings in the manner provided in the Constitution. The notice shall specify the place, day and hour of the meeting and, in the case of special business, the general nature of such business.

A special general meeting must be called if the secretary is directed to do so by the Committee or is requested to do so by ten (10) members.

If the secretary fails within fourteen (14) days of being so directed or requested to give notice of a special General Meeting, any member of the Committee or other person requesting the meeting may call it.

6.4 Validation of Meetings on Short Notice

Notwithstanding that a General Meeting may be called by notice shorter than is provided by the Constitution, such meeting shall be deemed to have been duly called if it is so agreed by such members as are entitled under the Act to so agree.

6.5 Omission etc. to Give Notice

The non-receipt of notice of a General Meeting by, or the accidental omission to give such notice to, any person shall not invalidate any resolution passed at a General Meeting.

6.6 Business at General Meetings

The only business which may be discussed at a General Meeting is the business set out in the notice of meeting.



7. PROCEEDINGS OF GENERAL MEETINGS

7.1 Business of the Annual General Meeting

7.1.1 The ordinary business of an Annual General Meeting shall be all or any of the following:

- (a) To confirm the minutes of the preceding meeting;
- (b) To receive and consider and deal with the balance sheet, profit and loss account and reports and (if required) Audited Financial Reports;
- (c) The election of the Chairperson, Secretary, Treasurer, Public Officer and the ordinary Members of the Committee;
- (d) To transact any business under which the Act or the Constitution is required to be transacted at Annual General Meetings.

7.1.2 All business that is transacted at an Annual General Meeting other than the ordinary business of the AGM as provided in this Clause is special business and notification must be given in accordance with the Act and the Constitution.

7.2 Reports

At each Annual General Meeting the Committee shall submit a written report which shall contain a summary of the activities of the Association for the period from the previous report.

7.3 Quorum

7.3.1 The quorum for a General Meeting shall be at least ten per centum (10%) of total number of members who hold voting rights who are present personally or by proxy or attorney.

7.3.2 Except as is specifically provided to the contrary in the Constitution, no kind of business shall be transacted at a General Meeting except the election of a Chairperson until a requisite quorum is present at the commencement of transaction of that item of business.

7.4 Lack of Quorum

If within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, the same time and place or on such other day or at such other time and place as the Committee may determine, and when the adjourned meeting is convened if a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.

7.5 Chairperson

The Chairperson shall ordinarily be the President of the Association and shall be entitled to take the chair at every General Meeting, but, if at any meeting the Chairperson is not present at the time appointed or declines to take the chair the members present may choose another Committee member as Chairperson.

7.6 Adjournment

The Chairperson of a General Meeting may, with the consent of any meeting at which a quorum is present, adjourn business to another meeting. No business shall be transacted at any adjourned meeting other than the business which was left unfinished from which the adjournment took place. If any meeting is adjourned for more than thirty (30) days, then notice of such an adjournment shall be given to all the members entitled to receive notices of General Meetings, If notice of



adjournment is hereby required, the notice shall be of the same duration and it shall be given in the same manner as notice of the original meeting

7.7 Show of Hands

Every question submitted for resolution to a General Meeting shall be decided by a show of hands

7.8 Decision of Questions

Subject to Clause 7.13 and except in the case of special business or other resolutions required to be passed by a majority, questions shall be decided by a majority of votes. In the case of an equality of votes the Chairperson of the meeting of which the show of hands takes place or at which the poll is demanded shall have a casting vote in addition to any other vote to which they may be entitled.

7.9 Minutes as Evidence of Result

Unless a poll is duly demanded before or upon the declaration of a show of hands, a declaration by the Chairperson of the Meeting to the effect of that resolution, and an entry to that effect in the minutes signed by the Chairperson of that or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.10 Demand for Poll

A poll shall be duly demanded only if, before or on the declaration of the show of hands, it is demanded by the Chairperson of the meeting, or by a member present in person or by proxy or attorney and entitled to vote.

7.11 Taking of Poll

7.11.1 A poll demanded on the election of a Chairperson of a General Meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken in such a manner and at such a time and place as the Chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise;

7.11.2 If a poll is to be held after an adjournment, the Chairperson may direct that the time allowed for the lodgement of proxies, or power of attorney, be extended at such time as the Chairperson directs for the purposes of allowing votes to be cast on the poll;

7.11.3 The result of the poll shall be deemed to be a resolution passed on the date on which it was in fact passed; and

7.11.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.

7.12 Disputed Votes at a Meeting

No objection shall be made as to the validity of any vote except at the meeting or poll at which the vote is tendered. In case of any dispute as to the admission or rejection of a vote the Chairperson of the meeting shall determine the same and such determination in good faith shall be final and conclusive.

7.13 Amendment to Constitution

This Constitution may be amended only by Special Resolution.



8. VOTES OF MEMBERS

8.1 Manner of Voting

Votes may be given either personally or by proxy or by corporate representative or attorney duly authorised as outlined in this section and it shall be the duty of the secretary to count votes according to the voting rights of members.

8.2 Appointment of Proxy

A member may appoint any person as their proxy (whether that person is a member or not).

8.3 Form of Proxy

8.3.1 Every instrument of proxy shall be in writing and shall be in the following form or such other form as the Committee may from time to time accept.

8.3.2 An instrument of proxy with the name of the appointee not filled in shall be deemed to be given in favour of the Chairperson of the Meeting.

8.4 Proxy to be Deposited at Office

The instrument appointing proxy, and power of attorney under which it is signed, shall be deposited at the office not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or poll at which the person named in such instrument proposes to vote, or at such later time as the Committee may permit, but in any case shall be so deposited before being acted upon.

8.5 Duration of Proxy

Notwithstanding any other provisions contained in an instrument of proxy, no instrument of proxy shall be valid after the expiration of twelve (12) months of date of its execution.

8.6 Power of Attorney

Any member may by power of attorney appoint an attorney to act on their behalf at all or any meetings of the Committee and such power of attorney or proof thereof to the satisfaction of the Committee shall not less than forty-eight (48) hours before the time of holding the meeting or adjourned meeting at which a vote is supposed to be cast pursuant to the power of attorney, or at such later time as the Committee may permit, be produced for inspection at the office together with such evidence of the due execution thereof as the Committee may require before the attorney may be entitled to act under the power. Such attorney, if so empowered, may appoint a proxy for the member granting the power of attorney in accordance with the Constitution.

8.7 When Proxy etc. Revoked

8.7.1 A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous debts of the principal or revocation of proxy or power of attorney if no intimating in writing of such debt or revocation is received at the office before the meeting;

8.7.2 A proxy shall not be revoked by the principal attending or taking part in the meeting but if the principal actually votes on resolution the proxy may not vote on that resolution.



INSTRUMENT OF PROXY/ABSENTEE VOTE

Please complete either section A or B of this form not both.

FRIENDS OF THE SOUTH AUSTRALIAN WHALE CENTRE INC

I/We,.....
name of member

of.....
(address)

being a financial member of Friends Of The South Australian Whale Centre Inc,

(Section A: please strike out if making absentee vote)

<p>hereby appoint</p> <p>.....</p> <p><i>(state here the name of proxy who must be a natural person. If not completed the proxy shall be deemed to be given to the Chairperson of the meeting)</i></p> <p>of.....</p> <p><i>(address for proxy other than Chairperson)</i></p> <p>as my proxy to vote for me at the Annual General Meeting/General Meeting <i>(delete one)</i> of Friends of The South Australian Whale Centre Inc to be held on day of20.....</p>

(Section B: please strike out if nominating a proxy)

ABSENTEE VOTING FORM		
Question	For	Against
1.		
2.		
3.		
4.		

Signed this day of 20.....

.....
 (Signature of Member)

This instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.



9. COMMITTEE.

9.1 Officers

The total membership of the Committee shall be no more than nine (9).

9.1.1 At each Annual General Meeting a Committee comprising of the following officers shall be elected from amongst the financial members or delegates of members in accordance with the eligibility criteria:

President, Secretary, Treasurer, Public Officer. and two (2) additional members.

9.1.2 The Committee shall have power to co-opt the remaining three (3) Committee members, these members should be selected as representatives from the following fields/establishments:

South Australian Whale Centre
Marine conservation and research field.

9.2 Membership of Committee

9.2.1 Only natural persons who are financial members, or delegates of financial members as defined under this Constitution, are eligible for election as officers (Clause 10.4) or for membership of the Management Committee.

9.2.2 All Nominees must provide a current Police Clearance to stand for election.

9.2.3 Nominations for membership of the Committee must be received in writing by the Association, twenty eight days before the Annual General Meeting.

9.2.4 If an insufficient number of nominations are received in accordance with 9.1.2 the Chairperson may call for nominations from the floor of the Annual General Meeting, nominations from the floor will not be received in any other circumstance.

9.3 Terms of Office

Committee Members shall serve the following terms:

President - 24 Months

Secretary - 24 Months

Public Officer - 24 Months

Treasurer - 12 Months

All Additional Members. - 12 Months

All members will be eligible for re- election at the next Annual General Meeting.

9.4 Procedures Generally

The Committee may meet together for the dispatch of business and, subject to the Constitution, otherwise regulate its meetings as it thinks fit.

9.5 Calling of Committee Meetings

The Committee shall meet at least four (4) times per year and otherwise any two members of the Committee may at any time direct the secretary to convene a meeting of the Committee. Notice may be given by the secretary orally or in writing to each Committee member.

9.6 Chairperson of Meetings

The Chairperson of the Committee, ordinarily the elected President of the Association, shall be entitled to take the chair at every meeting of the Committee. If the Chairperson of the Committee is not present within ten (10) minutes after the time appointed or are unwilling to act as Chairperson of the meeting, the Committee members present shall choose from one of them a Chairperson.



9.7 Quorum

A quorum for a meeting of the Committee either shall be fifty per centum (50%) of the total number of allowed Committee members plus one (1) or if there be an uneven number of Committee members, more than fifty *per centum* of the total.

9.8 Decision of Questions

Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the case of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to their primary vote.

9.9 Acting Despite Vacancy

The continuing Committee members may act despite a vacancy in their body, so long as their number is not reduced below a quorum.

9.10 Written Resolution Effective without Meeting

9.10.1 A resolution of the Committee in writing signed by all persons who are members of the Committee at the time at which the last of them so signed, shall have the same force and effect as a resolution passed at a meeting of the Committee duly called and constituted.

9.10.2 Any such resolution may consist of several documents in like form each signed by one or more persons.

9.10.3 A resolution shall be deemed signed by a Committee member if it is signed on their behalf by a person authorised by them in writing duly executed to sign it.

9.10.4 A reference in this Clause to all the Committee members does not include any Committee member who at a meeting of a Committee would not be entitled to vote on the resolution.

9.11 Sub-Committees

Subject to this Constitution and to any directions of the Management Committee each sub-Committee shall regulate its own affairs as it sees fit and in particular;

9.11.1 Shall choose its own Chairperson and Secretary;

9.11.2 May co-opt additional members;

9.11.3 May involve any other person whether a member of the Association or not who can assist in the work of the sub-Committee;

9.11.4 Will submit written reports to the Committee or the Association wherever considered appropriate or requested; and

9.11.5 May liaise with any other sub-Committee.



10. POWERS OF THE ASSOCIATION.

10.1 The affairs of the Association shall be managed and controlled exclusively by the Committee which in addition to any powers of authorities conferred by this Constitution may exercise all such powers and do all such things as are within the Objects of the Association and are not by the Act or by these Rules required to be done by the Association in General Meeting including:

- (a) Acquire, hold deal with and dispose of any real or personal property.
- (b) Administer any property on trust
- (c) Open and operate ADI (Authorised Deposit Taking Institution) accounts.
- (d) Invest its monies-
 - (i) In any security in which trust monies may, by Act of Parliament be invested.
 - (ii) In any other manner authorised by the rules of the Association.
- (e) Give such security for the discharge of liabilities incurred by the Association, as the Association thinks fit.
- (f) Enter into any other contract it considers necessary or desirable.

10.2 Attorneys

The Association may at any time appoint any person or persons or body of persons whether nominated directly or indirectly by the Committee to be the attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Association under the constitution) and for such period and subject to such conditions as the Committee may from time to time think fit. Any such power of attorney may contain such provisions for the projection and convenience of persons dealing with such attorneys as the Committee thinks fit and may also authorise any such attorney to delegate all or any of its powers, authorities and discretions for the time being vested in the constitution.

10.2.1 Subject to this Constitution and to any directions at a General Meeting the Committee may regulate its own affairs at it sees fit.

10.2.2 The Committee shall be responsible to the Association and shall present a Written Annual Report including a financial statement at each AGM.

10.2.3 The Committee may appoint sub-Committees with such powers and authority as are specified.

10.3 Power to Appoint

10.3.1 The Committee shall have the power to appoint employees as are required to carry out the objects of the Association or delegate any of its powers to such officers and employees. The powers of the Committee shall be subject to the provisions of the Constitution and of the Act and to such regulations as may be prescribed by the Association in General Meeting.



11. TERMINATION OF OFFICE

Committee Members shall complete their term of office unless :

- (a) They resign from that office;
- (b) The Committee passes a motion, of which twenty-one (21) days written notice has been given to all Committee members, of no confidence in the Committee Members continuing in that office;
- (c) They cease to be a member of the Association;
- (d) They become ineligible under the Constitution or the Act; or
- (e) They become permanently incapacitated by ill-health.

Should the term of office of any Committee Members pursuant to this sub-Clause be terminated, the Committee shall as soon as possible elect a replacement Committee Member who shall hold office until the end of the next Annual General Meeting subject to this sub-Clause.

12. DECLARATION OF INTERESTS

Members of any Committee who have a financial interest in any contract or arrangement made or, proposed to be made, with the Association shall disclose their interest to the meeting of the Committee at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the Committee after the acquisition of their interest. If they become interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting held after they become so interested. No member of the Committee shall be involved in discussion of or permitted to vote as a member of the Committee in respect to contract or arrangement in which they are so interested as described in this sub-Clause. If members do so vote then their vote shall be disregarded. All declarations of interest under this Clause shall be recorded in the minutes.

13. SEAL

13.1 Custody of Seal

The Committee shall provide for the safe custody of the seal.

13.2 Authority for and Attestation of Seal

The seal shall only be used by authority of the Committee and every instrument to which the seal is affixed shall be signed by a Committee Member and shall be counter-signed by another Committee Member or by some other person authorised by the Committee for the purpose.

14. CHEQUES, BILLS, ETC

All cheques, bills of exchange and promissory notes drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Association shall be signed by the authorised officer and counter-signed by another Committee Member or by some other person authorised by the Committee for the purpose.



15. MINUTES

15.1 The Secretary shall ensure minutes to be duly recorded and include:

15.1.1 The names of the Committee present at each meeting of the Committee and of the names of the Committee members or other persons present at each meeting of any sub-Committee; and

15.1.2 All resolutions and proceedings of all meetings of the Association and of meetings of the Committee and any sub-Committee.

15.2 Chairperson to Sign Minutes

Unless the minutes of a meeting of the Association or of the Committee are signed by the Chairperson of the meeting at which the proceedings took place they shall be signed by the Chairperson of the next succeeding such meeting. Any such minutes of any meeting of the Committee or any sub-Committee of the Association, if purporting to be signed by the Chairperson, shall, except as otherwise provided in the Constitution, be receivable as *prima facie*- evidence of the matters stated in such minutes until they are signed.

16. ACCOUNTS

16.1 Records to be Kept

The Committee shall ensure that proper accounting and other records are kept in accordance with the Act and with this Constitution. The records of accounts shall be kept at the office or at such place or places as the Committee thinks fit.

16.2 Retention of Records

The Association shall retain such records for seven (7) years at least after the completion of the transactions or operation to which they respectively relate.

16.3 Inspection of Records

Such records shall at all times be open to inspection by the Committee

16.4 Gifts

Gifts made to the Association on the basis that they are by virtue of Section 78 (4) or Sub-Section (5) of the Income Tax Assessment Act 1936 ("Tax Act") as it may be amended from time to time. The Committee shall use the following procedures in fulfilling its duties under the Constitution, and must comply with sub division 30E of the Income Tax Assessment Act, 1997:

(a) Receipts shall be issued for all gifts by the Treasurer on official receipt forms. As donations of more than \$2.00 in value may be allowable deductions for tax purposes by virtue of Section 78 (4) or Sub-Section (5) of the Income Tax Assessment Act 1936, as amended from time to time, all receipts must state:

- (i) That the recipient is "Friends Of The South Australian Whale Centre Inc ";
- (ii) Full name of the donor; and
- (iii) The date the gift was donated.

17. AUDIT

Save as otherwise determined in accordance with the Act, Auditors shall be appointed and shall hold office in accordance with the Act and with this Constitution.



18. NOTICES

18.1 Modes of Notice

Any notice may be served upon any member either personally or by post, email, facsimile transmission or otherwise provided.

18.2 Notices served

18.2.1 A notice to be given or served upon by any member, may be sent pre-paid to the member's registered address or by electronic mail (e-mail) to the member's registered e-mail address.

18.2.2 Any notice so sent shall be deemed to have been given and served at the expiration of twenty-four (24) hours after posting the notice and/or sending the electronic mail (e-mail). Certificate in writing signed by the President, Secretary or other officer of the Association that such notice was addressed and posted as dated shall be conclusive evidence.

18.3 Registered Address and e-mail Address of Members

For the purpose of the Constitution, the registered address and registered e-mail address of a member means their address in the member register.

19. NOT-FOR-PROFIT ORGANISATION

19.1 The Association is a non-profit organisation.

19.2 The income and assets of the Association shall be applied exclusively to the promotion of its objects and no portion of them shall be paid or applied to the members (except by way of bona fide remuneration for services actually rendered to the Association or by way of reimbursement for authorised expenses incurred on its behalf).

20. GOODS AND SERVICES TAX ("GST")

20.1 The Association remains an exempt organisation. No amount is payable by members in payment of membership fees on account of Goods and Services Tax ("GST").

20.2 If the Association ceases to be eligible as exempt from GST all amounts payable under this Constitution must then include an additional amount equal to the amount payable multiplied by the prevailing GST rate.



21. INDEMNITY OF OFFICERS

21.1 The Group must indemnify and keep indemnified each member of the Committee, who exercises any function or power on behalf of the Friends of the South Australian Whale Centre Inc, against all actions or claims (whether arising during or after the term of office) in respect of any act or thing done or omitted to be done in good faith in the exercise or purported exercise of any function or power conferred on the Committee or, member of a Committee under this Constitution or the Act. No Committee Member, or Officer of the Friend of the South Australian Whale Centre Inc shall be liable for the acts, receipts, neglects or defaults of any other, Committee or Officer or for joining in any receipt or other act of conformity for any loss or expense or happening to the Friend of the SA Whale Centre Inc through the insufficiency of any security in or upon which any of the monies of the Friend of the SA Whale Centre Inc shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies securities or effects shall be deposited or for any loss occasioned by any error of judgement omission default or oversight on his or her part or for any other loss damage or misfortune whatever which shall happen in relation thereto unless the same happened through his or her own wilful negligence default breach of duty or trust.

21.2 To the extent permitted by law without limiting the power of the Association, the Committee may authorise the Association to, and the Association may enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of, a person who is, or has been, an officer or employee of the Association.

21.3 Officer in sub-Clause 21.1 and 21.2 means any person occupying any position of the kind referred to in the Constitution, other than a person who is an employee and occupies no other such position.

21.4 The indemnity in sub-Clause 21.1 does not apply in respect of liability incurred by a person in their capacity as an employee of the Association.

22. WINDING UP

If upon the winding up or dissolution of the Association by any means and for any reason there remains any property, after the satisfaction of all the Association's debts and liabilities, the property shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to one or more institutions selected by the members of the Association at or before the dissolution of the Association, having purposes similar to the purpose for which the Association was incorporated and;

- (a) whose income is exempt from Income Tax under Section 23 of the Income Tax Assessment Act 1936 (Tax Act); and
- (b) to which gifts may be made on the basis that they are by virtue of Sub-Section 78 (4) or Sub (5) of the Tax Act, allowable deductions against the assessable income the donors.