

Wildcare Tasmania Inc. Constitution

Version 5, October 2021



WILDCARE **TASMANIA** INCORPORATED CONSTITUTION

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WILDCARE TASMANIA INCORPORATED CONSTITUTION

1) Interpretations

In these Rules, unless the contrary intention appears:

(a) An Association “Branch” is a group of members approved by the Board as a Branch under Rule 14.

(b) An Association “Member” is a person eligible for association membership under Rule 8.

(c) “Board of Management” (the Board) means the board of management constituted under Rule 11.

(d) “Chair” means the person appointed or occupying the position of Chair under Rule 11.

(e) “Deputy Chair” means the person appointed or occupying the position of Deputy Chair under Rule 11.

(f) The Natural and Cultural Heritage Division means that structural component of government responsible for nature conservation in Tasmania, or its successor.

(g) “Objectives of the Association” means the objectives set out in Rule 2(c) and (d).

(h) “Public Officer” means the person appointed by the Board to be the Association’s Public Officer under Rule 7.

(i) The “Purpose of the Association” means the purpose set out in Rule 2(a).

(j) “Secretary” means the person appointed or occupying the position of Secretary under Rule 11.

(k) The Tasmanian Parks and Wildlife Service (PWS) means that structural component of government responsible for conservation reserve management, or its successor.

(l) “Tasmanian Nature Conservation Fund (TNCF or the Fund)” means the Association fund established for the purpose of receiving gifts, donations and property to assist in achieving the Association’s objectives. TNCF has the same meaning as Public Fund.

(m) “TNCF Grants Assessment Committee (the Grants Assessment Committee)” means the committee appointed by the Board to administer the TNCF, its operation and relevant legal requirements.

(n) “Treasurer” means the person appointed or occupying the position of Treasurer under Rule 11.

2) Name, Purpose and Objectives of the Association

(a) The name of the Association is WILDCARE Tasmania Incorporated (“the Association”).

(b) The purpose of the Association is to support our community and volunteers to contribute to conservation actions that ensure long term protection of Tasmania's natural and cultural values.

(c) The primary objectives of the Association are:

i. to assist PWS and other conservation and land managers to undertake those activities deemed as necessary to conserve natural heritage on and off reserve in Tasmania and to assist with the management of Reserves.

ii. to provide opportunities and support for community involvement related to the purpose and objectives of the Association and to promote membership of the Association.

iii. to establish and maintain a Public Fund (TNCF) for the specific purpose of supporting the purpose and objectives of the Association.

iv. to foster community interest, support and involvement in the activities and functions of Reserve management (PWS and other public land managers) and nature conservation (on and off Reserves) and the Association.

v. to, wherever appropriate, provide support to PWS and other public land managers in their nature conversation activities.

(d) The additional objectives of the Association are:

i. to assist PWS and other conservation and land managers to undertake those activities deemed as necessary to conserve cultural heritage on and off reserve in Tasmania and to assist with the management of Reserves.

ii. to foster community interest, support and involvement in the activities and functions of cultural heritage conservation (on and off Reserves).

iii. to assist in acquiring funds for special projects associated with natural and cultural heritage conservation in Tasmania, both on and off Reserves.

iv. to wherever appropriate, provide support to PWS and other public land managers in their heritage conversation activities.

~~[vi. to undertake all of the above in ways which are not counterproductive to the standing and reputation, mission and objectives of Reserve management (PWS and other public land managers), nature conservation and cultural heritage conservation (on and off reserve).]~~

3) Powers

In carrying out its purpose and objectives, the Association shall have the following powers, namely:

(a) The establishment of the TNCF to receive all gifts or donations of money or property for the purpose of supporting the Association's purpose and objectives. Any money received because of such gifts, together with interest earned by the TNCF, on those gifts, will be credited to the TNCF bank account. The TNCF will not receive any other money or property

into its account and will comply with subdivision 30-E of the Income Tax Assessment Act 1997.

(b) the purchase, taking on lease, licence or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for achieving the purpose and objectives of the Association.

(c) the buying, selling, and supplying of, and dealing in, goods of all kinds.

(d) the construction, maintenance, and alteration of buildings or works necessary or convenient to achieve the purpose and objectives of the Association.

(e) the accepting of any funds, subscriptions, donations of real and personal property and gifts, whether subject to a will, special trust or not, to achieve the purpose and objectives of the Association. The Board will not receive any gifts or money or property other than for the purpose or objectives of the Association.

(f) the taking of such steps from time to time as the Board may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of gifts, donations, subscriptions, or otherwise.

(g) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as desirable for the promotion of the purpose and objectives of the Association.

(h) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a General Meeting.

(i) the investment of any monies of the Association not immediately required for its purpose or any of its objectives in such manner as the Board may from time to time determine, excluding monies or property received as a gift/donation and managed under the TNCF operation.

(j) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions which have a similar purpose or objectives to the Association.

(k) the establishment and support, or aiding in the establishment and support, of associations, foundations, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees, and **volunteers (in certain circumstances—to be defined)** of the Association and their dependants, and the granting of pensions, allowances, or other benefits to employees or past employees, and **volunteers (in certain circumstances—to be defined)** of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes.

(l) the establishment and support, or aiding in the establishment or support, of any approved Branch, other association, foundation or trust formed to achieve the purpose or objectives of the Association.

(m) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association or foundation with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the Rules of the Association.

(n) to employ such officers and persons as the Board may deem necessary and to pay such remuneration or bonus as the Board may determine as reasonable and proper.

(o) entering into legal and other agreements with other entities or persons for the purpose of supporting and contributing to the purpose and objectives of the Association.

(p) the doing of all such other lawful things as are incidental or conducive to the attainment of the purpose and objectives of the Association or of any of the powers specified in the foregoing provisions of this rule.

(q) The Board may delegate any of its functions except:

i. this power of delegation; and

ii. any functions reserved to the Board under the *Associations Incorporation Act 1964* or any other applicable law.

4) Tasmanian Nature Conservation Fund (TNCF) Operation

(a) The purpose of the TNCF is to support the Association's environmental objectives as detailed in Rule 2.

(b) Members of the public and members of the Association are invited to make gifts of money or property to the TNCF for the environmental objectives of the Association.

(c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the TNCF.

(d) A separate bank account will be established to deposit money donated to the TNCF, including interest accrued and gifts. These funds will be kept separate from other Association Incorporated funds.

(e) Receipts will be issued in the name of the TNCF and proper accounting records and procedures will be kept and used for the operation of the TNCF.

(f) The TNCF will operate on a not-for-profit basis.

(g) The TNCF will be administered by the Grants Assessment Committee:

i. The Grants Assessment Committee will be comprised of no fewer than three persons;

ii. The Grants Assessment Committee will be appointed by the Board, having regard to the required skills and experience for this function;

iii. A majority of the members of the Grants Assessment Committee will be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations;

iv. The Grants Assessment Committee Chair will not also be a member of the Wildcare Board.

~~vi. The WILDCARE Chief Executive Officer will provide the Gift Fund Committee recommendations for allocation of funding, previously endorsed by the Board of Management for consideration by the Committee.~~

(h) The Board will develop and approve *Operating Guidelines* governing the TNCF in line with expectations of the Register of Environmental Organisations.

5) Tasmanian Nature Conservation Fund (TNCF) Reporting

(a) The Association will notify the Commonwealth department responsible for the Environment as soon as possible if:

- i. A change is made to its name, or the name of the TNCF;
- ii. There are any changes to the membership of the TNCF Grants Assessment Committee;
- iii. There has been any departure from the model rules for Public Funds located in the Guidelines to the Register of Environmental Organisations.

(b) Statistical information requested by the Commonwealth department responsible for the Environment regarding donations to the TNCF will be provided within four months of the end of the financial year.

(c) An audited financial statement for the Association and the TNCF will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.

(d) Reporting on the TNCF will be provided to the Board, consistent with the requirements set out in the *Operating Guidelines*.

6) Tasmanian Nature Conservation Fund (TNCF) Adherence to Rules

(a) The Association will comply with any rules that the **Commonwealth Treasurer and Minister** with responsibility for the Environment may make to ensure that gifts made to the TNCF are only used for its principal purpose.

(b) The income and the property of the Association will be used and supplied solely in promotion of its purpose and objectives, and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus, or by way of profit to members, directors, or trustees of the Association.

(c) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purpose and objectives of the Association and will not be influenced by the preference of the donor.

7) Public Officer

(a) As outlined in Rule 11, the Public Officer is appointed by the Board.

(b) If the position becomes vacant, due to resignation or ineligibility, Board will appoint an eligible person within 14 days.

(c) The Public Officer may hold any other office in the association except the office of auditor.

(d) The Commissioner for Corporate Affairs will be advised within 14 days of any relevant changes to the office holder.

(e) The eligibility criteria and responsibilities—legal and other—of the Public Officer will be determined by the Board and documented.

8) Membership

(a) A person will remain a member of the Association as long as their annual subscription, applicable to the selected membership, is fully paid and current, and they abide by the *Working with Wildcare* policy and *Code of Conduct*. (see also Rule 10).

(b) An applicant becomes a member on payment of the current subscription, applicable to the selected form of membership.

(c) If a member is advised:

i. that that member's subscription is overdue, and

ii. that the membership will cease at the end of a period determined by the Board,

then, from the date of notification unless the subscription is received by the Association within that period, the member ceases to be a member unless the Association receives the applicable subscription within that period.

(d) The Board will approve the form or forms of membership available, as well as the applicable annual subscription of the Association and set these matters out in the Association's *Membership Policy* and other guidelines, where relevant.

(e) Members will be notified of any change to the Association's *Membership Policy*.

9) Register of Members

(a) A *secure* register of members which contains their contact information will be maintained.

(b) Members will be able to view and edit their own personal details recorded in the register.

(c) Any notice to a member required by these Rules is sufficient if sent to the last known address of that member as recorded in the Associations membership register.

(d) The register of members will comply with relevant privacy legislation and the Association's *Privacy Policy*.

10) Discipline of Members

(a) A member of the Association may be expelled, suspended or warned if, in the opinion of the Board, the member has engaged in conduct which is prejudicial to the name of the Association and/or is in determined to otherwise be in breach of the *Working with Wildcare* policy including the *Code of Conduct*.

- (b) If a motion is proposed at a meeting of the Board that a named member be disciplined, the motion will not be dealt with at that meeting.
- (c) The motion will be placed on the agenda of a meeting of the Board to be held not less than 14 days later, at which the only business will be the deferred motion.
- (d) The Board will notify the member, at least 10 days prior to the second meeting, that a motion has been proposed to discipline the member.
- (e) The notice will give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence or to both submit a statement and attend and speak.
- (f) The Board, at the later meeting, will consider any statement submitted, and hear the member, if present and wishing to be heard.
- (g) A motion to discipline the member, and a motion in relation to the penalty to be imposed, is not carried at that meeting unless an absolute majority of members of the Board votes in favour of the resolution.
- (h) There is no appeal from a decision of the Board.

11) Board of Management

- (a) Subject to these Rules and to any resolutions passed at a General Meeting of the Association, all powers of the Association may be exercised by the Board.
- (b) The Board is comprised of a total of nine (9) eligible members, appointed or elected, and consisting of:
 - i. One (1) representative from PWS of DPIPWE appointed by the General Manager PWS. The PWS representative will hold office as a member of the Board until such time as they may be replaced by the General Manager, PWS;
 - ii. One (1) representative from the Natural and Cultural Heritage (NCH) Division of DPIPWE, appointed by the General Manager NCH. The NCH representative will hold office as a member of the Board until such time as they may be replaced by the General Manager, NCH Division;
 - iii. One (1) Board member may be appointed by a decision of the Board, for an agreed period, to fill a defined role;
 - iv. All other Board members—six (6) or seven (7), subject to sub-rule 11(b)(iii)—elected by the Association’s membership at an Annual General Meeting;
 - v. A Chair will be appointed by the Board from the pool of elected Board members;
 - vi. A Deputy Chair will be appointed by the Board from the pool of elected Board members;
 - vii. A Secretary may be appointed by the Board, if the Board sees the role as being required, from the pool of elected Board members;

viii. A Treasurer may be appointed by the Board, if the Board sees the role as being required, from the pool of elected Board members;

ix. Any other role the Board determines to appoint.

(c) The terms of elected Board positions will run for three (3) years. Board members may be eligible for re-election, with a maximum of nine (9) years to be served as a Board Member subject to the provisions of 11(e) to enable transition to rolling three (3) year terms.

(d) The Board will make and announce the appointments of Chair, Deputy Chair and, if appointed, Secretary, Treasurer or other appointed roles, at the first Board meeting after the Annual General Meeting.

(e) The Board will determine a process to transition elected Board member terms to rolling three (3) year terms.

(f) If an elected Board position becomes vacant during the year, the Board may select a suitable temporary replacement, who is also an eligible member. This temporary assigned replacement will serve in the position until the following Annual General Meeting and may then be eligible for election by the members as a board member.

(g) A Public Officer will also be appointed by the Board (see also Rule 7).

(h) The accountabilities and authorities of the Board, Chair, Deputy Chair, Secretary, Treasurer, other Board roles (if appointed), the Public Officer, CEO, Branches and Members will be determined by the Board and documented.

(i) The Board may establish committees with defined delegations and report to the Board at agreed intervals.

(i) Any elected member of the Board ceases to be a member of the Board if that person:

i. delivers a written resignation to the Board;

ii. is absent from all meetings of the Board held within a period of six (6) months without prior leave of the Board;

iii. ceases to be a member of the Association; or

iv. otherwise becomes ineligible.

~~(j) Wildcare is committed to a high performing, diverse Board and efforts will be made to encourage a broad field of Board candidates for election, representative of the community within which Wildcare operates.~~

(k) If it is afterwards discovered that there was some defect in the appointment or election of a person as a member of the Board, or that a person so appointed or elected was ineligible, all acts done at any meeting of the Board or of a sub-Board or by any person acting as a member of the Board are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Board.

12) Meetings of the Board

- (a) The quorum at a meeting of the Board is at least 2/3 of those Board members eligible to attend.
- (b) The Board will determine its own procedure.
- (c) The Board will develop a calendar of meetings at the first meeting after the AGM and will hold at least (four) 4 meetings each calendar year. The calendar of meetings should allow Board meetings to be scheduled to align with reporting cycles and decision making to best support the operation of the Association.
- (d) Additional out-of-session meetings of the Board will be called by the Chair, and/or if the Board or three of its members request one, and/or if requested by the CEO for decision making.
- (e) If the Chair does not, within seven (7) days of receiving the request, give notice of the meeting, one of the persons requesting the meeting may call it.
- (f) A resolution is carried at a meeting of the Board if a simple majority of those Board members present vote in favour of it.
- (g) Meetings of the Board will be documented by the Secretary (or appointee).
- (h) Meetings of the Board may be held electronically.
- (i) If circumstances warrant, with Board agreement, a decision may also be made and documented, out-of-session, via email exchange.

13) Finance and Bank Account

- (a) The funds of the Association may be derived from subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Board may determine.
- (b) All money received for or on behalf of the Association will be deposited in a bank account or accounts in the name of the Association. The Board will approve financial management and reporting procedures to govern the prudent investment and governance of the funds of the Association.
- (c) The Board will consider at each meeting a report of the financial transactions of the Association since the last Board meeting.
- (d) The Chair will present an audited balance sheet to the Annual General Meeting.

14) Branches

- (a) The Board may approve Branches from the membership of the Association and may delegate any of its powers to them upon terms and conditions set out in the relevant Instrument of Delegation and the Association's *Delegations Policy*.
- (b) The Board may make rules in respect of a Branch.

(c) **Following Board approval:**

- (i) a Branch will have an Executive consisting of a President, Secretary and Treasurer;
- (ii) a Branch may determine its own procedure and the quorum;
- (iii) A Branch will keep minutes of the proceedings of its meetings and will report to the Board as and when required to do so by the Board.
- (d) The Chair, or their representative, will, upon request from the Chair or a majority of Branch Executive members, be an ex officio member of each Branch.

15) Power of Veto

The Board has a power of veto in respect of any activity planned or undertaken by any Branch or member or members of the Association if the Board is of the reasonable opinion that such activity will be detrimental to the standing, reputation or **purpose or** objectives of either DPIPWE or the Association or such activity is likely to be in contravention of any management plans or legislation either Commonwealth or State.

16) Annual General Meetings

(a) The Association will hold an Annual General Meeting each year after the year of incorporation. The Annual General Meeting will be held within three (3) months from the thirty-first day of December in each year on such a day and at such a time as the Board directs.

(b) The Board will determine the process for nominations for Board positions, and will also confirm the eligibility of candidates for those vacant positions due for election at an Annual General Meeting, including (where relevant) the suitability of candidates for any defined roles, and advise members accordingly.

(c) The business of the Annual General Meeting is:

- i. the confirmation of the minutes from the preceding Annual General Meeting, and any General Meeting since that meeting;
- ii. the presentation of the financial statements containing the following particulars:
 - The income and the expenditure of the Association during its last financial year;
 - The assets and liabilities of the Association since the end of its last financial year;
 - The mortgages, charges and securities of any description affecting any of the property of the Association at the end of its last financial year.
- iii. the presentation of the Auditor's report;
- iv. the presentation of the Chair's report;**
- v. the election of Board positions as required;

- vi. the appointment of an Auditor;
- vii. such other business as has been notified to the members.

17) Special General Meeting

- (a) A Special General Meeting will be called if the Chair is directed to do so by the Board or is requested to do so by five (5) members.
- (b) If the Chair fails, within fourteen (14) days of being so directed or requested, to give notice of a Special General Meeting, any member of the Board or other person requesting the meeting may call it.
- (c) The only business which may be discussed at a Special General Meeting is the business set out in the notice of meeting.

18) Procedure for General Meetings

- (a) General meetings include both the Annual General Meeting and Special General Meetings.
- (b) Notice of General Meetings will be given as follows:
 - i. if a special resolution has been proposed, that is, a resolution to amend the statement of purposes, the Rules, the name of the Association, or in relation to the winding up of the Association, at least 21 days' notice, specifying the intention to propose the resolution as a special resolution;
 - ii. in any other case, at least 14 days' notice.
- (c) The quorum at a General Meeting is six (6) **members who are not also members of the Board**. Members who are unable to attend in person may request, in writing, to attend by remote communication.
- (d) The Chair has the right to preside at all General Meetings, but if the Chair does not wish to do so, or is absent from the meeting, the meeting will elect a person to preside.
- (e) A special resolution is carried if at least three quarters of the members present and entitled to vote, vote in favour of it.
- (f) Any other resolution is carried if a simple majority of the members present and entitled to vote, vote in favour of it.
- (g) A declaration of the person presiding at a General Meeting that a resolution has been carried is conclusive evidence of that fact unless a poll is demanded.
- (h) The person presiding at a General Meeting may adjourn the meeting and determine the place and time at which the meeting is to resume. The only business which may be discussed at an adjourned General Meeting is the unfinished business at the time of adjournment.
- (i) A member entitled to vote cannot appoint a proxy to represent that member at a General Meeting and will have one vote only which will be exercised personally.

(j) The person presiding at a General Meeting may determine any matter of procedure not referred to in this rule.

19) Books and Records

(a) A member may inspect the books and records of the Association on giving reasonable notice to the person responsible for the relevant documents in accordance with the Rules.

(b) Minutes will be created and filed of all Board meetings (whether in person or out of session) and General Meetings.

20) Winding Up

(a) If the Association is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities will not be paid or distributed amongst the members, but will be transferred to an institution or institutions:

i. having similar purposes to those of the Association; and

ii. which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Association under or by virtue of this Rule and the following Rules;

iii. which is determined in accordance with a special resolution at a General Meeting of the Association, or, in the absence of such a resolution, by the Commissioner for Corporate Affairs or their successor.

(b) In the case of the TNCF being wound up, any surplus assets from the TNCF are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

(c) The Public Officer will inform the Commissioner of Corporate affairs if the Association is winding up.

21) Prohibition of Distribution to Members

(a) The income and the property of the Association must be used and applied solely to the promotion of its purpose and objectives and the exercise of its powers as set out in these Rules.

(b) No portion of the income or property of the Association may be distributed directly or indirectly to or amongst the members of the Association.

(c) Nothing in this Rule prevents the payment in good faith:

i. of interest to any member in respect of money advanced by that member to the Association, or otherwise owing to that member;

ii. of remuneration to any officer or employee of the Association;

iii. to any member of the Association or other person in respect of services actually rendered to the Association;

iv. to any member of out-of-pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Association, reasonable and proper rent for premises let to the Association or the provision of services by the member, to which that member would be entitled in accordance with the purposes if he were not a member.

(d) Nothing in this Rule prevents the funding in good faith of a research project to be undertaken by a member.

22) Changes to the Associations Rules, Purpose & Objectives

The Rules, Purpose and Objectives can only be changed by special resolution of the members at a General Meeting. At least 21 days' notice of the proposed resolution will be given, including notice of the intention to propose it as a special resolution. A special resolution will be approved by at least three-quarters of the members who are present and who vote.

21) Common Seal

~~(a) The Board will authorise the affixing of the Common Seal to any document, and it will be affixed in the presence of two members of the Board.~~

~~(b) The Common Seal is held by XXX~~

~~(c) Who can preside over the use of the Common Seal XXX~~

23) Disclosure of Interest

(a) A Member, Board Member, member of TNCF Grants Assessment Committee or employee of the Association who has an interest in any contract or arrangement made or proposed to be made by the Association will disclose their interest as soon as practicable after the relevant facts come to the person's knowledge at which the contract or arrangement is first taken into consideration, if their interest then exists, or, in any other case, at the first meeting of the Association following that person acquiring an interest in the contract or arrangement.

(b) If a Member, Board Member, member of TNCF Grants Assessment Committee or employee of the Association becomes interested in a contract or arrangement after it is made or entered into by the Association he or she will disclose their interest as soon as practicable after the relevant facts come to the person's knowledge.

(c) No Member, Board Member, member of TNCF Grants Assessment Committee or employee of the Association will vote as a member of the Association in respect of any contract or arrangement in which they are interested and if they do so vote their vote will not be counted.

24) Indemnity

Every member of the Board, member of the Association, auditor, **TNCF Grants Assessment Committee member**, employee or agent of the Association, will be indemnified out of the property of the Association against any liability incurred by that person in that capacity in defending any proceedings:

- i. in which judgment is given in favour of that person; or
- ii. in which the person is acquitted; or
- iii. in connection with any application in relation to any such proceedings, in which relief is granted to that person.

25) Liability of Members and Officers

In accordance with section 27 of the Associations Incorporation Act 1964, and except as otherwise provided in the Act, a member or officer of the Association will not, by reason only of their being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding-up of the Association.

26) Auditor

(a) **Members will appoint the auditor at the Annual General Meeting (see Rule 16).**

(b) If an appointment is not made at an Annual General Meeting, the Board will appoint an auditor as soon as practicable after that Annual General Meeting, for the then current financial year.

(c) The auditor may only be removed from office by special resolution of the members at a General Meeting. **In this event, the members at that meeting may appoint an auditor to act until the next Annual General Meeting.**

(d) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board will appoint a person to be an auditor and the person so appointed will hold office until the next Annual General Meeting.