



# ORRCA Inc Constitution for Members

*31st March 2007*

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## **Part 1: Preliminary**

### 1. INTERPRETATION

In these Rules, except in so far as the context or subject-matter otherwise indicates:-

- a) **Association** refers to ORRCA Inc, the Organisation for the Rescue and Research of Cetaceans in Australia.
- b) **Committee** means the committee of management.
- c) **Member** means any person whose name appears on the Register of Members, or the representative of a family or group whose name appears on the Register of Members.
- d) **Ex-Officio** means a member appointed to a committee or sub- committee who may participate in the business conducted, but shall not have voting rights on the committee or sub-committee.
- e) **Hotline** means the association's telephone hotline, on which marine mammal emergencies may be reported by various organisations and the public.
- f) **Site Controller** means a member of the association who has been appointed to direct the association's operations on-site during a rescue or research operation.
- g) **The Act** means the Associations Incorporation Act 1984.
- h) **Special General Meeting** means a General Meeting of the association other than an Annual General Meeting.
- i) **Honorary Member** means a person or organisation of stature in the field of marine mammals, to whom the committee has extended membership gratis.

### 2. AIMS AND OBJECTS

The aims and objectives of the association are:

1. To maintain and expand a network of skilled volunteers for the rescue of distressed marine mammals, particularly cetaceans.
  2. To participate in and facilitate the collection of research data on marine mammals.
  3. To provide an effective means of receiving reports of marine mammal distress situations (e.g. strandings) and research opportunities (e.g. dead animals), via a telephone hotline.
  4. To conduct training sessions in rescue and research methods, for eligible members of the association.
  5. To liaise and assist in marine mammal rescue with:
    - the appropriate State body, for example the National Parks and Wildlife Service of New South Wales,
    - the Australian Nature Conservation Agency,
    - other recognised organisations and services, as deemed appropriate by the committee.
  6. To contribute to the protection of marine mammals and their habitat.
  7. To maintain a reference library and research archive.
  8. To promote public awareness:
    - by publicising procedures to be undertaken when sighting a distressed marine mammal,
    - by providing educational, research and reference material, and lecture workshops on marine mammals,
    - by attracting membership to ORRCA Inc.
  9. To carry out fund raising activities such as:
    - sales of promotional goods,
    - membership drives,
    - social activities,
    - newsletter subscriptions
- for purposes of:
- acquisition and maintenance of rescue equipment,
  - research,
  - production of the ORRCA Inc newsletter, and
  - the management of the affairs of the organisation.

## Part II: Membership

### 3. MEMBERSHIP CATEGORIES

Membership in the following categories is available to organisations and the general public:

**Group** Applicable to schools or school classes sponsored by a principal or teacher; commercial firms; business houses; government departments or elements thereof; or any other organisation desirous of being represented as a group, with one member of the group being nominated to represent the group.

**Family** Covering the members of a family, with one family member, aged 18 years or over, being nominated to represent the family.

**Individual** Any person aged 18 years or over is eligible to enrol in this category.

**Junior** Any person under 18 years of age, who is sponsored by a parent or guardian, may enrol in this category.

**Honorary** A person or organisation of stature in the field of marine mammals, to whom the committee has extended membership gratis.

The committee may at its discretion create additional membership categories.

### 4. MEMBERSHIP APPLICATIONS

a) Membership applications will be made, by persons, families or groups wishing to join the association, by completing the application form as listed in Appendix 1 and lodging it with the secretary, together with the prescribed fee.

b) The secretary will notify the committee, at the next committee meeting, of the receipt of the application and put it forward for consideration.

c) Where the committee approves the application, the public officer will enter the applicant's name on the Register of Members, upon which the applicant becomes a member of the association and will receive:

- Receipt for membership fee,
- Membership Card, showing expiration date,
- Copy of the Constitution and Rules for Members,
- Current newsletter, and
- Information about the association.

d) All persons admitted to membership of the association will be designated as Supporting Members until such time as they might become Rescue Team members (Rule 5).

e) Where a membership application is rejected by the committee, or is not approved within 45 days of its receipt, the committee will refund the subscription fee to the applicant forthwith.

### 5. RESCUE TEAM MEMBERSHIP

a) Members of the association who wish to participate in rescue work will be eligible to apply to join the Rescue Team. In the case of family membership, all members of the family will be eligible to apply to join the Rescue Team.

b) Group members will not be eligible to join the Rescue Team.

## 6. ENTERING THE RESCUE TEAM REGISTER

a) An application for membership of the Rescue Team shall:

- be made by the member or family member, in writing on the form as listed in Appendix 2, and
- be lodged with the secretary, together with the prescribed fees.

b) The secretary will notify the committee, at the next committee meeting, of the receipt of the application and put it forward for consideration.

c) Where the committee determines to approve the application, the secretary shall enrol the applicant to attend a Marine Mammal Rescue Training Workshop.

d) Where the committee determines to reject the application, or does not approve the application within 45 days, the committee will refund the tendered fees forthwith.

e) Once an approved applicant has attended a Marine Mammal Rescue Training Workshop and passed any examination set during that Workshop, the public officer will enter the name of the applicant in the Rescue Team Register, at which time the applicant becomes a member of the Rescue Team.

## 7. FINANCIAL YEAR

The association's financial year shall be from 1<sup>st</sup> November to 31<sup>st</sup> October each year.

8. HONORARY MEMBERSHIP The committee may offer Honorary Membership, gratis, to individuals or organisations whom the committee consider to have appropriate expertise and/or experience in fields relevant to the Aims and Objects of the association.

## 9. REGISTER OF MEMBERS AND RESCUE TEAM REGISTER

a) The public officer of the association shall maintain a Register of Members of the association, specifying the name and address of each person, family and group that is a member of the association together with the date on which the person, family or group became a member, and their membership category.

b) The public officer of the association shall maintain a Rescue Team Register, specifying the name, address and contact numbers of each member of the Rescue Team together with the date that person became a member of the Rescue Team.

c) The Register of Members and the Rescue Team Register shall be kept at the principal place of administration of the association, and details therein of members' names, joining dates and membership categories shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

## 10. FEES, SUBSCRIPTIONS, ETC

a) A member shall, upon admission to membership, pay to the association the appropriate joining fee and annual membership fee for the membership category for which he or she is applying, as determined by the committee and set out in the application form shown in Appendix 1.

b) A member of the Rescue Team shall, upon admission to the Rescue Team, pay to the association the appropriate registration fee, as determined by the committee and set out in the application form shown in Appendix 2.

c) An annual membership fee will be due and payable by all members of the association on each anniversary of their joining the association, and shall be lodged with the secretary. This fee will be as determined by the committee.

## 11. CESSATION OF MEMBERSHIP

a) The public officer shall remove the name of a group, family or person from the Register of Members when such group, family or person:

- i) dies; or
- ii) resigns from the association; or
- iii) is expelled from the association; or
- iv) has not paid the annual membership fee within 30 days of such fee becoming due and payable.

b) A person, family or group ceases to be a member of the association when its name is removed from the Register of Members under Clause (a).

12. MEMBERS' LIABILITIES The liability of a member of the association to contribute towards the payment of the debts and liability of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of the membership of the association as required by Rule 10.

## 13. DISCIPLINING OF MEMBERS

a) Where the committee is of the opinion that a member of the association:

- i) has persistently refused or neglected to comply with a provision of these Rules, or
- ii) has persistently and wilfully acted in a manner prejudicial to the interests of the association,

the committee may, by resolution:

- i) expel the member from the association, or
- ii) suspend the member from membership of the association for a specified period.

b) A resolution of the committee under Clause (a) is of no effect unless the committee, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service on the member of the notice under Clause (c), confirms the resolution in accordance with this Rule.

c) Where the committee passes a resolution under Clause (a), the secretary shall as soon as practicable, cause a notice in writing to be served on the member:-

- i) setting out the resolution of the committee and the grounds on which it is based,
- ii) stating that the member may address the committee at a meeting to be held not earlier than fourteen (14) days and no later than twenty-eight (28) days after service of the notice,
- iii) stating the date, place and time of that meeting, and
- iv) informing the member that the member may do either or both of the following:-
  - A) attend and speak at that meeting,
  - B) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

d) At the meeting of the committee held as referred to in Clause (c) the committee shall:-

- i) give to the member an opportunity to make oral representations,
- ii) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting, and
- iii) by resolution determine whether to confirm or to revoke the resolution.

e) Where the committee confirms a resolution under Clause (d), the secretary shall, within seven (7) days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Rule 14.

f) A resolution confirmed by the committee under Clause (d) does not take effect:-

- i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or
- ii) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to Rule 14 (d).

#### 14. RIGHTS OF APPEAL OF A DISCIPLINED MEMBER

a) A member may appeal to the association in general meeting a resolution of the committee which is confirmed under Rule 13 (d), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

b) Upon receipt of a notice from a member under Clause (a), the secretary shall notify the committee which shall convene a General Meeting of the association to be held within twenty-one (21) days after the date on which the secretary received the notice.

c) At a General Meeting of the association convened under Clause (b):-

- i) no business other than the question of the appeal shall be transacted,
- ii) the committee and the member shall be given the opportunity to state their respective cases orally or in writing or both, and
- iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

d) If at the General Meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

#### **Rules for Members**

15. All members, by the signing of the application form, shall understand and agree to abide by the Aims and Objects and Rules of the association.

16. (a) All members, on becoming aware of a marine mammal in distress or of marine mammal remains being found, shall ensure that the Hotline is notified before they go to investigate the report.

(b) Once on-site, members shall on an ongoing basis ensure that the Hotline is kept up-to-date with events at the site.

(c) While on-site, members shall follow the directions of the Hotline, which shall have overall responsibility to co-ordinate the association's activities and to interface with other organisations during the operation.

(d) While on-site, members shall follow the directions of any member who has been appointed by the Hotline as Site Controller for the operation, or in that person's absence any representative of the State authority (e.g. National Parks and Wildlife Service).

(e) Members shall not interfere with the remains of a dead marine mammal unless authorised on that occasion by both the State authority (e.g. National Parks and Wildlife Service) and the Hotline.

(f) A member shall not participate in a marine mammal rescue operation conducted by another association or organisation of which he or she is a member, if that association or organisation does not have explicit written authority from the State authority (e.g. National Parks and Wildlife Service) to conduct marine mammal rescues.

17. A member shall not, without the consent of the committee, disclose to any other member, person or organisation any information in the association's membership records including, but not limited to, names, addresses, and telephone numbers, nor shall a member make personal use of such information for purposes unconnected with the Aims and Objects of the association.

18. The name and emblem of the association, including but not limited to letterhead, will not be used by any person or member without prior approval of the committee.

19. In application for membership of the Rescue Team, association members will list any appropriate information as to their capabilities, resources and availability.

### **Part III: The Committee**

20. The Committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the association in general meeting:-

a) shall control and manage the affairs of the association;

b) may exercise all such functions as may be exercised by the association other than those functions that are required by these Rules to be exercised by a General Meeting of members of the association; and

c) has powers to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **21. CONSTITUTION AND MEMBERSHIP**

a) The committee shall consist of:-

i) Office Bearers:

- President
- First Vice-President
- Second Vice-President
- Secretary
- Treasurer

ii) Committee Members -- Five other members of the association.

iii) Public Officer -- One of the Office Bearers.

b) Each member of the committee shall be a member of the association who is in a membership category other than group, honorary or junior.

c) Each member of the committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

d) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association 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.

### **21A. REMUNERATION AND BENEFITS**

No member of the committee of management shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee of management except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for money lent to the Association, and reasonable and proper rent for premises let to the Association.



## 22. ELECTION OF MEMBERS

a) Nominations of candidates for election as office-bearers of the association or as other members of the committee:-

- i) shall be made in writing signed by two (2) members of the association who are in membership categories other than group, honorary or junior;
- ii) shall be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- iii) shall be delivered to the secretary of the association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

c) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.

d) 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.

e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

f) The ballot for the election of office-bearers and other members of the committee shall be a secret ballot and shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

g) A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for election to another office at the same time.

### ***Duties of the Office Bearers***

## 23. PRESIDENT

The President shall:-

- Chair committee and general meetings; and
- co-ordinate the work of the committee; and
- report on the activities of the association at the Annual General Meeting.

## 24. FIRST VICE-PRESIDENT

The First Vice-President shall:-

- Chair general and committee meetings in the absence of the president; and
- be responsible for the accountability and availability of the rescue equipment belonging to the association; and
- be responsible to ensure that a register of the above equipment is maintained.

## 25. SECOND VICE-PRESIDENT

The Second Vice-President shall be responsible to ensure that:-

- the library and archives of the association are maintained; and
- reports from each rescue operation are distributed, collected and presented; and
- the association newsletter is collated, prepared and distributed.

## 26. SECRETARY

The Secretary shall:-

- keep minutes of all general and committee meetings; and
- conduct the correspondence of the association; and
- notify members of meetings relevant to them and prepare, with the president, the agenda and papers for such meetings.

## 27. TREASURER

The Treasurer shall:-

- ensure that all money due to the association is collected and received and that all payments authorised by the association are made; and
- keep accurate accounts and books showing the financial affairs of the association including full details of receipts and expenditure connected with activities of the association; and
- prepare for the regular committee meetings:-
  - a) financial status report,
  - b) list of incomings (i.e. memberships fees), and
  - c) list of accounts paid and due to be paid on approval and, in time for certification for the Annual General Meeting, the financial report of the association for the year.

## 28. CASUAL VACANCIES

For the purpose of these Rules, a casual vacancy in the office of a member of the committee occurs if the member:-

- a) dies;
- b) ceases to be a member of the association;
- c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- d) resigns office by notice in writing given to the secretary;
- e) is removed from office under Rule 29;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- g) is absent without the consent of the committee from all meetings of the committee held during a period of six (6) months.
- h) fails, without an excuse which, in the opinion of the President of the association, is a reasonable excuse, to attend the Annual General Meeting or a Special General Meeting of the association

## 29. REMOVAL OF A MEMBER

a) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

b) Where a member of the committee to whom a proposed resolution referred to in Clause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### 30. MEETING AND QUORUM

- a) The committee shall meet at least six (6) times in each period of twelve (12) months at such place and time as the committee may determine.
- b) Additional meetings of the committee may be convened by the president or any member of the committee.
- c) Oral or written notice of the meeting of the committee shall be given by the secretary to each member of the committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under Clause (c) shall specify the general nature of the business to be transacted at the meeting and no other business other than that business shall be transacted at the meeting, except business which committee members at the meeting unanimously agree to treat as urgent business.
- e) Any five (5) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- f) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hours of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within a half hour of the appointed time for the meeting, the meeting shall be dissolved.
- h) At a meeting of the committee:-
  - i) the president, or in the president's absence, the first vice-president shall preside, or
  - ii) if the president and the first vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.
- i) A meeting of the committee may be called or held using any technology consented to by all the committee members. The consent may be a standing one. A committee member may only withdraw their consent within a reasonable period before the meeting

### 31. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:-
  - i) this power of delegation; and
  - ii) a function which is a duty imposed on the committee by the Act or by any other law.
- b) A function, the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of delegation.
- c) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- d) Notwithstanding any delegation under this Rule, the committee may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the committee.
- f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- g) A sub-committee may meet and adjourn as it thinks proper.

## 32. VOTING AND DECISIONS

- a) Questions arising at any meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- b) Each member present at a meeting of the committee or of any sub-committee (including the person presiding at the meeting) is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c) Subject to Rule 30 (e), the committee may act notwithstanding any vacancy on the committee.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- e) The members of the committee may pass a resolution without a committee meeting being held if all the members of the committee 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.

### **Part IV: General Meetings**

## 33. ANNUAL GENERAL MEETINGS -- HOLDING OF

- a) With the exception of the first Annual General Meeting of the association, the association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the association, convene an Annual General Meeting of its members.
- b) The association shall hold its first Annual General Meeting:-
  - i) within the period of eighteen (18) months after its incorporation under the Act, and
  - ii) within the period of two (2) months after expiration of the first financial year of the association.
- c) Clauses (a) and (b) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

## 34. ANNUAL GENERAL MEETINGS -- CALLING OF AND BUSINESS AT

- a) The Annual General Meeting of the association shall, subject to the Act and Rule 33, be convened on such date and at such place and time as the committee thinks fit.
- b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:-
  - i) to confirm the minutes of the last preceding Annual General Meeting and of any special General Meeting held since that meeting,
  - ii) to receive from the committee reports upon the activities of the association during the last preceding financial year,
  - iii) to elect office-bearers of the association and other members of the committee, and
  - iv) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the Act.
- c) An Annual General Meeting shall be specified as such in the notice convening it.

### 35. SPECIAL GENERAL MEETINGS -- CALLING OF

- a) The committee may, whenever it thinks fit, convene a Special General Meeting of the association.
- b) The committee shall, on the requisition in writing of not less than five percent of the total number of members, convene a Special General Meeting of the association.
- c) A requisition of members for a Special General Meeting:-
  - i) shall state the purpose or purposes of the meeting,
  - ii) shall be signed by the members making the requisition,
  - iii) shall be lodged with the secretary, and
  - iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d) If the committee fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members of the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- e) A Special General Meeting convened by a member or members as referred to in Clause (d) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the committee, and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

### 36. NOTICE

- a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) Where the nature of the business to be dealt with at the General Meeting requires a special resolution of the association the secretary shall, at least twenty-one days (21) days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Clause (a) specifying, in addition to the matter required under Clause (a), the intention to propose the resolution as a special resolution.
- c) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 34 (b).
- d) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

### 37. PROCEDURE

- a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- b) Ten (10) members present in person (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of a General Meeting.

### 38. PRESIDING MEMBER

- a) The president or, in the president's absence, the first vice-president, shall preside as chairperson at each General Meeting of the association.
- b) If the president and the vice-president are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### 39. APPOINTMENT OF PROXIES

- a) Each member shall be entitled to appoint another member as proxy by lodging written notice with the secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- b) The notice appointing the proxy shall be in the form set out in Appendix 3 to these Rules.

### 40. SPECIAL RESOLUTION

A resolution of the association is a special resolution if:-

- a) it is passed by a majority which comprises not less than three quarters of such members of the association as, being entitled under these Rules to do so, vote in person or by proxy at a General Meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in Clause (a) -- the resolution is passed in a manner specified by the Commission.

### 41. VOTING

- a) A member or proxy is not entitled to vote at any General Meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- b) Subject to Clause (a), a member or proxy is entitled to vote at any General Meeting of the association unless he or she is a junior member or honorary member. Junior and honorary members are not entitled to vote.
- c) Upon any question arising at a General Meeting of the association a member who is entitled to vote has one vote only.
- d) All votes shall be given personally or by proxy but no one member may hold more than five (5) proxies.
- e) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

### **Part V: Miscellaneous**

#### 42. FUNDS -- SOURCE

- a) The funds of the association shall be derived from the joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- b) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- c) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### 43. FUNDS -- MANAGEMENT

- a) The funds and assets of the association shall be applied solely in pursuance of the objects of the association, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- b) Subject to any resolution passed by the association in general meeting, and subject to Clauses 21A and 43(a), the funds and assets of the organisation shall be used in such manner as the committee determines.
- c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- d) In the event of the association being dissolved, any surplus funds and assets shall be transferred to another non-profit organisation having objects similar to the objects of ORRCA Inc.

#### 44. ALTERATION OF OBJECTS AND RULES

The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the association, and only provided that the Minister of the Crown for the time being administering the Charitable Collections Act 1934 shall be notified of the amendment, and the amendment shall not be effective unless the Minister has signified his or her approval to the amendment being made.

#### 45. COMMON SEAL

- a) The common seal of the association shall be kept in the custody of the Public Officer.
- b) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of two members of the committee.

#### 46. CUSTODY OF BOOKS, ETC

Except as otherwise provided by these Rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### 47. INSPECTION OF BOOKS, ETC

Minutes of General Meetings and accounts and financial records of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

#### 48. SERVICE OF NOTICES

- a) For the purpose of these Rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member's address shown in the register of members.
- b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

#### 49. SAVINGS AND TRANSITIONAL PROVISIONS

- a) The Constitution and Rules for Members adopted on 24<sup>th</sup> February 1986 is repealed.
- b) Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution, shall continue in force as far as practicable as if made or passed under this Constitution. To this end, in motions passed under the repealed Constitution, any reference to Associate Member shall be construed as a reference to Supporting Member and any reference to Active Member shall be construed as a reference to Rescue Team Member.
- c) Upon this Constitution being adopted, the public officer shall enter onto the Register of Members the names and addresses of all members who, immediately prior to the commencement of this Constitution, were entered on the General Register of Members.
- d) Upon this Constitution being adopted, the public officer shall enter onto the Rescue Team Register the names and addresses of all members who, prior to the commencement of this Constitution, were entered on the Active Membership Roll.

### **Part VI: ORRCA Public Gift Fund**

#### 50. GIFT FUND -- CREATION

The ORRCA Public Gift Fund (hereafter referred to as 'the Fund') will be set up under the Constitution and Rules of the Association.

#### 51. GIFT FUND -- COMPLIANCE

The Fund will comply with section 78AB of the Income Tax Assessment Act (CTH) 1936 (as amended).

#### 52. GIFT FUND -- AUTHORISATION TO ESTABLISH

The Association's committee of management shall be the sole body authorised to establish the Fund to receive donations eligible for tax deductibility.

#### 53. GIFT FUND -- USE OF DONATIONS

Donations to the Fund must be used solely for purposes specified in the objects of ORRCA, being generally marine mammal rescue, marine mammal research, and public education about marine mammals. The Fund will not be used as a conduit to other organisations or persons.

#### 54. GIFT FUND -- RECEIPT OF DONATIONS

The Fund will receive donations invited from members of the public made aware of the eligibility for tax deductibility.

#### 55. GIFT FUND -- BANK ACCOUNT

A separate bank account will be kept for donations made to the fund.

#### 56. GIFT FUND -- RECORDS

Records of the Fund will be kept in a manner that conforms with the constitutional and legal requirements of the Association.

#### 57. GIFT FUND -- ADMINISTRATION

The Association's committee of management will appoint a committee to administer the Fund (hereafter referred to as the 'Fund Committee'), made up of members of the Association, a majority of whom have a degree of responsibility to the community as defined by the requirements of the Register of Environmental Organisations.

#### 58. GIFT FUND -- TRANSFERABILITY

None of the monies/properties accumulated by the Fund shall be transferred to members of ORRCA, or the Fund Committee, except for validated administrative costs.

#### 59. GIFT FUND -- OPERATION

The Fund will be operated on a non-profit basis.

#### 60. GIFT FUND -- WIND UP

If the Fund is wound up, any surplus monies/properties shall be transferred to another fund, having objects similar to the objects of ORRCA and on the Register of Environmental Organisations.

#### 61. GIFT FUND -- SECRETARY

The members of the Fund Committee shall elect a secretary by simple majority, whose duty shall be to keep the minutes of meetings of the Fund and to inform the Department of Environment, Water, Heritage and the Arts of any changes to the rules of the Fund and members of its committee.



**APPENDIX 1**

**ORRCA Inc**

**ORGANISATION FOR THE RESCUE AND  
RESEARCH OF CETACEANS IN AUSTRALIA**

**Membership Application**

**[Sample Only - Use the [current Membership Application Form](#) instead]**

I would like to become a Member of ORRCA Inc.

Name: -----

Address: -----

Telephone: -----

Date of Birth: -----

Occupation: -----

(Optional:) I have the following interests, experience or skills which  
might come in useful: -----

I would be willing to supply more information on request.

My cheque or money order for \$ ----- is enclosed, to cover Joining Fee plus Annual Membership.

Fee Calculation:

- Individual Membership \$39
- Family Membership \$49
- Senior Membership \$17
- Junior Membership \$17
- Group Membership (e.g. clubs) \$77
- Overseas Membership \$60

A discount of \$11 is given for those opting for electronic newsletters, this excludes Senior and Junior Memberships.

I undertake to abide by ORRCA Inc's Constitution and Rules for Members.

- Signature: -----

- Signature of parent/guardian if Junior: -----

Date: -----

**APPENDIX 2**

**ORRCA Inc**

**ORGANISATION FOR THE RESCUE AND  
RESEARCH OF CETACEANS IN AUSTRALIA**

**Application to Become a Member of the Rescue Team**

*[Sample only - please ask for a current Rescue Team Application Form]*

(One form per person please)

Please enrol me for the Marine Mammal Rescue Training Workshop to be held at ----- on ----- . I enclose a cheque or money order or credit card details for \$99 for registration.

I am a member of ORRCA Inc (or have applied for membership) and wish to be registered as a member of the Rescue Team upon completion of the Workshop.

I agree that during marine mammal rescues and research activities I will follow the directions of the ORRCA Inc Hotline and of ORRCA Inc Site Controllers appointed by the Hotline.

Name: -----

Signature: ----- Date: -----

Address: -----

Home Phone: -----

Work Phone: -----

Medical Alert: -----

Membership Number: -----

Any special interests/skills/resources : -----

-----

Availability for callouts: -----

ORRCA Inc

P.O. Box 315

Gosford 2250

**APPENDIX 3**

**ORRCA Inc**

**Proxy Form**

I, .....(membership number.....)

(Name)

do hereby nominate .....(Member No.....)

(Name of proxy)

to act as my proxy at the meeting to be held on .....

(Date of meeting)

at .....

(Location of Meeting)

(Signed) .....

(Date) .....