

CANBERRA ORNITHOLOGISTS GROUP INCORPORATED

PRINCIPAL PURPOSE AND OBJECTS OF THE ASSOCIATION

The Principal Charitable Purpose of the Association is to advance the natural environment through environmental education with particular reference to wild native birds and their habitats in Canberra and surrounds, including:

1. To encourage interest in, and develop knowledge of, the birds of the Canberra region;
2. To promote and co-ordinate the study of birds; and
3. To promote the conservation of native birds and their habitats.

Canberra Ornithologists Group Incorporated – PROPOSED Principal Purpose, Objects and Rules of the Association – 2026

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CANBERRA ORNITHOLOGISTS GROUP INCORPORATED

RULES OF THE ASSOCIATION

(Draft incorporating proposed amendments to 11 November 2026)

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PART 1 – PRELIMINARY

1. Interpretation

In these rules, unless a contrary intention appears–

association means Canberra Ornithologists Group Incorporated, also known as Canberra Birds;

financial year means the year ending on 30 June;

member means a member, however described, of the association;

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in paragraph 27(1)(a);

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association;

the Act means the *Associations Incorporation Act 1991* of the Australian Capital Territory;

the Regulation means the *Associations Incorporation Regulation 2023*.

1A Application of the Legislation Act 2001 and the Electronic Transactions Act 2001

The following Acts apply to the association’s rules as if the rules were an instrument made under the Act:

(a) the *Electronic Transactions Act 2001*;

(b) the *Legislation Act 2001*.

PART 2 – MEMBERSHIP

2. Membership categories and qualifications

- (1) The association has the following categories of membership—
 - (a) Ordinary membership; and
 - (b) Family membership; and
 - (c) Student membership; and
 - (d) Institutional membership.
- (2) A person or institution is qualified to be a member if—
 - (a) the person or institution is a person or institution mentioned in section 21 (2) (a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
 - (b) the person or institution has applied for membership in accordance with subrule 3 (1) and has been approved for membership of the association by the committee of the association.
- (3) At general meetings of the association, members are entitled to vote as follows:
 - (a) ordinary, student and institutional members: one vote each;
 - (b) family members: one vote for each family member whose name appears on the register of members.

3. Application for membership

- (1) An application by a person or institution for membership of the association must be lodged with the secretary of the association.
 - (a) Accompanying the application must be the entrance fee (if any) and the first year's annual subscription.
 - (b) The applicant must include with their application a statement that the applicant supports the association's Objects and agrees to comply with the association's rules.
- (2) The committee may reject an application only if—
 - (a) the committee requires an application to be in a particular form and the application is not in the required form; or
 - (b) the committee is not satisfied that the applicant will support the Association's objects and comply with the Association's rules.
- (3) As soon as is practicable after receiving an application for membership, the secretary must refer the application to the committee which must decide whether to approve or to reject the application.
- (4) If the committee decides to approve an application for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval.
- (5) The secretary must, on approval of the application by the committee and on payment by the applicant of the amounts referred to in subrule (1), enter the applicant's name, contact details (address, email and telephone number) and date of membership in the register of

members and, upon the name being so entered, the applicant becomes a member of the association.

(a) This register contains required personal information and will be managed in accordance with relevant privacy legislation.

(6) A person who has been expelled from the association is not eligible to become a member of the association again unless the person's application is approved by the committee of the association.

4. Membership entitlements not transferable

A right, privilege or obligation which a person or institution has by reason of being a member of the association–

- (a) cannot be transferred or transmitted to another person or institution; and
- (b) terminates on cessation of the person's or institution's membership.

5. Cessation of membership

A person or institution ceases to be a member of the association if the person or institution–

- (a) dies or, in the case of a body corporate, is wound up; or
- (b) resigns from membership of the association; or
- (c) is expelled from the association; or
- (d) fails to renew membership of the association by paying the annual membership fee within three months of the end of the association's financial year; or
- (e) the incorporation of the association is cancelled, or the association is wound up.

6. Resignation of membership

(1) A member may resign their membership of the Association by giving written notice to the committee.

(2) A member may resign from membership of the association by giving notice in writing to the secretary of the member's intention to resign and, upon the expiration of any period of notice if given, the member ceases to be a member.

(3) A person who resigns their membership remains liable for any annual membership fee the person owes the association when the resignation takes effect.

(4) If a person or institution ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member, and must remove personal information about the member from the register of members as soon as practicable after the member's resignation takes effect.

7. Fee, subscriptions etc.

(1) The entrance fee to the association is \$1 or, if any other amount has been determined by resolution of the committee, such other amount.

(2) The annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the committee, that other amount.

(3) The annual membership fee is payable—

- (a) except as provided by paragraph (b)—at the start of the association’s financial year, or within three months of that date; or
- (b) if a person becomes a member on or after three months of the start of the association’s financial year—at the start of the association’s financial year in each succeeding year, or within three months of that date.

8. Members’ liabilities

The liability of a member 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 is limited to the amount (if any) unpaid by the member in respect of membership of the association as required by rule 7.

PART 3 – DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURE

Dispute resolution procedure

9. Application

(1) This division sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association’s rules between—

- (a) a member and another member; or
- (b) a member and the committee.

(2) party to a dispute, means—

- (a) if the dispute is between members—the members; or
- (b) if the dispute is between a member and the committee—the member and the committee.

10 Resolving dispute by agreement

(1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.

(2) A party to the dispute may ask the committee to help the parties resolve the dispute by agreement if—

- (a) the committee is not a party to the dispute; and
- (b) the parties are unable to resolve the dispute between themselves.

11. Dispute resolution procedure—starting the procedure

(1) If the parties to a dispute do not resolve the dispute by agreement under subrule 10, any party to the dispute may start the dispute resolution procedure by giving written notice to the committee.

(2) The notice must—

- (a) include the names and contact details of the parties to the dispute; and
- (b) give a brief summary of the matters in dispute including the relevant provisions of the Act and the Association’s rules (if known); and
- (c) briefly state the steps the parties have taken to resolve the dispute.

(3) A member who is the subject of a disciplinary procedure must not start a dispute resolution procedure in relation to the same matter until the disciplinary procedure (including any appeal) is complete.

12. Dispute resolution procedure—appointing decision-maker

(1) As soon as practicable after receiving a notice under rule 11, the committee must appoint a decision-maker to decide the outcome of the dispute.

(2) The committee must ensure that the decision-maker—

- (a) is unbiased; and
- (b) has, or can quickly acquire, knowledge of the Act, the Association’s rules, the Association’s objects, and the management and operation of the Association; and
- (c) does not have a conflict of interest.

(3) The committee must give the decision-maker a copy of the notice.

13. Dispute resolution procedure—notice to parties about decision-maker

- (1) As soon as practicable after a decision-maker is appointed under rule 12, the secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.
- (2) However, if the committee is a party to the dispute, the secretary is not required to give the committee notice under subrule (1).
- (3) The notice must include—
 - (a) a copy of the dispute summary for the dispute; and
 - (b) the name and contact details of the decision-maker; and
 - (c) information about the dispute resolution procedure.

14. Dispute resolution procedure—opportunity to be heard

- (1) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.
- (2) The invitation must state—
 - (a) if the decision-maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission; and
 - (b) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when the party can make their oral submissions.
- (3) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

15. Dispute resolution procedure—outcome

- (1) As soon as practicable after the submission period has ended, the decision-maker must—
 - (a) consider any submissions received by the decision-maker during the submission period; and
 - (b) decide the outcome of the dispute; and
 - (c) give the parties to the dispute a written notice stating the dispute decision; the reasons for the dispute decision; and that a party to the dispute may appeal the dispute decision; and
 - (d) if the committee is not a party to the dispute—give the committee a copy of the written notice stating the dispute decision.

16. Dispute resolution procedure—ending dispute by agreement

- (1) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
- (2) If the parties agree to end the dispute, they must give written notice to:
 - (a) if the committee is not a party to the dispute—the committee;
 - (b) if a decision-maker has been appointed for the dispute—the decision-maker.
- (3) The notice must state—
 - (a) that the parties have agreed to end the dispute; and
 - (b) the terms of the agreement.

Disciplinary procedure

17. Purpose of this rule

(1) This rule sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.

(2) Disciplinary action, against a member of the Association in relation to the member's status as a member of the Association, includes any of the following:

- (a) demoting the member to a level of membership with fewer rights and privileges;
- (b) suspending the member's entitlement to exercise some or all of the member's rights and privileges as a member for a stated period;
- (c) suspending the member's membership for a stated period;
- (d) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.

(3) Each of the following are grounds for disciplinary action against a member of the Association:

- (a) the member has failed to comply with the Act or the Association's rules;
- (b) the member has acted in a way that is likely to be harmful to the Association.

(4) If the committee is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the committee may, by resolution, propose to take disciplinary action against the member in relation to the member's status as a member.

18. Appointing decision-maker

(1) If the committee passes a resolution under rule 17(4), the committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.

(2) The committee must ensure that the decision-maker—

- (a) is unbiased; and
- (b) has, or can quickly acquire, knowledge of the Act, the Association's rules, the Association's objects, and the management and operation of the Association; and
- (c) does not have a conflict of interest.

(3) The committee must give the decision-maker the following information in writing:

- (a) the name and contact details of the member who is the subject of the proposed disciplinary action;
- (b) details about the proposed disciplinary action;
- (c) the grounds for the proposed disciplinary action.

19. Notice to member about proposed disciplinary action

(1) As soon as practicable after appointing a decision-maker under rule 18, the committee must give the member written notice telling the member that the disciplinary procedure has started.

(2) The notice must include—

- (a) details about the proposed disciplinary action; and
- (b) the grounds for the proposed disciplinary action; and
- (c) the name and contact details of the decision-maker; and

(d) information about the disciplinary procedure.

20. Disciplinary procedure—opportunity to be heard

(1) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about—

- (a) the proposed disciplinary action; and
- (b) the grounds for the proposed disciplinary action.

(2) The invitation must state—

- (a) if the decision-maker invites the member to make a written submission—a period of not less than 14 days in which the member may make a written submission; and
- (b) if the decision-maker invites the member to make oral submissions—the day and time (within the submission period) when the member can make their oral submissions.

21. Disciplinary procedure—outcome

(1) As soon as practicable after the submission period has ended, the decision-maker must—

- (a) consider any submissions received by the decision-maker during the submission period; and
- (b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member; and
- (c) give the member and the committee written notice stating—
 - (i) the disciplinary action decision; and
 - (ii) the reasons for the disciplinary action decision, including findings on material questions of fact and the basis for these findings; and
 - (iii) if the decision-maker decides to take disciplinary action—the day the disciplinary action takes effect; and
 - (iv) that the member or the committee may appeal the disciplinary action decision.

(2) If the decision-maker decides to take disciplinary action against a member, the committee must—

- (a) if the member's membership is cancelled—remove information about the member from the register of members; or
- (b) in any other case—record the details of the disciplinary action in the register of members.

(3) If the decision-maker decides to suspend the member's membership for a stated period—

- (a) the person is taken not to be a member of the Association during the period of suspension; and
- (b) the period of suspension does not affect the suspended member's liability to pay the annual membership fee.

22. Disciplinary procedure—stopping

(1) The committee may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision-maker makes a disciplinary action decision.

(2) If the committee decides to stop the disciplinary procedure, the committee must give written notice to the member and to the decision-maker. The notice must state—

- (a) that the committee has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
- (b) the reasons for the committee's decision to stop the disciplinary procedure.

23. Disciplinary procedure—no further action by committee

If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct making up the grounds for disciplinary action set out in the written notice given to the member.

Appealing decisions

24. Appeals—setting aside decision-maker’s decision

(1) A party to a dispute may appeal the dispute decision.

(2) The following people may appeal a disciplinary action decision:

- (a) the member who is the subject of the disciplinary action decision;
- (b) the committee.

(3) A person appealing a decision must, within 7 business days after being given notice of the decision, give the secretary written notice of the appeal stating the grounds for the appeal.

(4) A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the secretary.

25. General meeting to decide appeal

(1) A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association passed at a general meeting.

(2) As soon as practicable after the secretary receives an appeal notice—

- (a) the secretary must give the parties to the appeal a copy of the appeal notice; and
- (b) the committee must call a general meeting to consider a special resolution about the appeal.

(3) The chair of the general meeting must ensure that—

- (a) the special resolution is the only item of business at the general meeting; and
- (b) the parties to the appeal are given the opportunity to be heard about the special resolution; and
- (c) the members vote on the special resolution by a secret ballot.

(4) The parties to the appeal must not vote on the special resolution.

- (a) if the appeal is against a dispute decision—the parties to the appeal are the parties to the dispute;
- (b) if the appeal is against a disciplinary action decision— the parties to the appeal are the member who is the subject of the disciplinary procedure, and the committee.

PART 4 – THE COMMITTEE

26. Powers of the committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting–

- (a) controls and manages the affairs of the association;
- (b) has power to co-opt a member or members to the committee;
- (c) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (d) has power to perform all acts and do all such things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

27. Constitution and membership

(1) The committee consists of–

- (a) the office-bearers of the association; and
- (b) not fewer than four nor more than ten other ordinary committee members, each of whom must be elected under rule 28 or appointed in accordance with subrule 28(4).

(2) The office-bearers of the association are–

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.

(3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member’s election, but is eligible for re-election.

(4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

(5) Members disqualified from election or nomination to the committee under the Act (due to convictions, bankruptcy, noncompliance or other disqualification), or against whom disciplinary action has been taken in the previous two years, are not eligible to be elected or nominated to the committee.

28. Election of committee members

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members–

- (a) be requested from members of the association by written notice from the secretary at least 28 days before an annual general meeting.

- (b) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (c) must be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. Similarly, if more than one member is nominated for an office bearer position, a ballot must be held.

(6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

(7) A person is not eligible to simultaneously hold more than one position on the committee.

29. Secretary

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.

(2) The secretary must keep minutes of–

- (a) all elections and appointments of office-bearers and ordinary committee members;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

(3) Minute-taking tasks may be delegated within a meeting, but the secretary retains responsibility for the overall process of minute production.

(4) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

(5) The committee must keep records of all committee meetings, including committee meeting notices, minutes, and copies of documents considered.

30. Treasurer

(1) The treasurer of the association must–

- a) collect and receive all moneys owing to the association and make all payments authorised by the association.
- b) maintain accurate financial records from which financial statements may be prepared which provide a true and fair view of the financial affairs of the association.
- c) present the financial records and supporting documentation to the auditor or reviewer of the association's statement of accounts, as required, so that the financial statements may be conveniently audited or reviewed.
- d) present the financial records and supporting documentation to members at the annual general meeting.
- e) retain the financial records for a minimum of seven financial years.

31. Public officer

- (1) The committee will appoint an appropriate person to act as public officer for the association
- (2) A person is not eligible to be the public officer unless the person resides in the ACT and is at least 18 years of age.
- (3) The public officer may or may not also be a committee member or office-bearer.

32. Vacancies

- (1) For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member–
 - (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) resigns the office; or
 - (d) is removed from office under rule 32 (Removal of committee member); or
 - (e) becomes bankrupt or personally insolvent; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under the Act, section 63; or
 - (h) is subject to a disqualification order under the Act, section 63A; or
 - (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

33. Removal of committee members

- (1) The association in general meeting may by resolution, subject to the grounds laid out in the Act, section 63, remove any member of the committee from the office of member of the committee before the end of the member's term of office.
- (2) The association in general meeting may by resolution remove any member of the committee from the office of member of the committee for failure to attend two consecutive committee meetings without agreement of the committee, or for not exercising the functions of their office for a period of three months.

34. Committee meetings and quorum

- (1) The committee must meet at least four times in each calendar year at the place and time as the committee may determine.
- (2) Additional meetings of the committee may be called by any four members of the committee.
- (3) The committee may, by resolution, decide to hold a committee meeting or meetings using a method of communication, or a combination of methods of communication, that allows a committee member to take part without the members being in each other's presence, such as through video conferencing or telephone conferencing.
- (4) A committee member who takes part in a committee meeting conducted under subrule (3) is taken, for all purposes, to be present at the meeting.
- (5) Notice of a meeting of the committee must be given by the secretary to each member of the committee, verbally, in writing or by electronic mail, at least 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.
- (6) Notice of a meeting given under subrule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (7) Any six members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (8) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (10) At meetings of the committee—
 - (a) the president or, in the absence of the president, the vice-president presides; or
 - (b) if the president and the vice-president are absent— one of the remaining members of the committee may be chosen by the members present to preside.

35. Delegation by committee to sub-committee

- (1) The committee may, in writing, delegate to one or more sub-committees (consisting of the member or members of the association, or other person or persons, that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

- (2) 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 subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to any conditions or limitations about the exercise of any function, or about the time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may, in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it considers appropriate.

36. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) A committee member who has a material personal interest in a matter must not be present while the matter is being considered by the committee and must not vote on the matter.
- (3) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (4) Subject to subrule 33(7), the committee may act notwithstanding any vacancy on the committee.
- (5) 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.

PART 5 – GENERAL MEETINGS

37. Annual general meetings–holding of

- (1) The association must, at least once in each calendar year and within five months after the end of each financial year of the association, convene an annual general meeting of its members.
- (2) Subrule (1) has effect subject to the powers of the Registrar-General under the Act, section 120 in relation to extensions of time.

38. Annual general meetings–calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is–
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of the association during the last financial year; and
 - (c) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1), and
 - (d) to elect members of the committee, including office-bearers.
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with rule 39 (General meetings-notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this Part.

39. General meetings–calling of

- (1) The committee may, whenever it considers appropriate, convene a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than twenty members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting–
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a general meeting within one month after the date when a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.

(5) A general meeting convened by a member or members mentioned in subrule (4) must be convened as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

40. General meetings-notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by pre-paid post to each member at the member's address appearing in the register of members, or to the member's electronic mail address appearing on 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.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting may be transacted at the meeting except, for an annual general meeting, business which may be transacted under subrule 37 (2).

(4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

41. General meetings–virtual attendance

(1) A general meeting, including an annual general meeting, may be held using a method of communication, or a combination of methods of communication, that allows a member to take part without the members being in each other's presence, such as through video conferencing or telephone conferencing.

(2) A member who takes part in a general meeting through virtual attendance is taken, for all purposes, to be present at the meeting.

42. General meetings–procedure and quorum

(1) No item of business may 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.

(2) Thirty members present in person or through virtual attendance who are entitled under these rules to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the start of a general meeting a quorum is not present, the meeting is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than twenty) constitute a quorum.

43. Presiding member

(1) The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.

(2) If the president and the vice-president are absent from a general meeting, the members present must elect one of their number to preside at the meeting.

44. Adjournment

(1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or verbal notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

45. Making of decisions

(1) A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person at the meeting.

(3) Where the poll is demanded at a general meeting, the poll must be taken—

- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case—in such manner and at such time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

46. Voting

- (1) Subject to subrule (4), upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally in person or through virtual attendance; no proxies are permitted.
- (3) A motion is carried (except in the case of a special resolution) if a majority of the members present in person or through virtual attendance (excluding those who abstain) vote in favour of the motion. A special resolution needs at least three-quarters of the votes of the members present in person or through virtual attendance (excluding those who abstain) to pass.
- (4) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, as per rule 7 (3).

PART 6

CANBERRA BIRDS CONSERVATION FUND

47. The Fund

- (1) The Canberra Ornithologists Group will establish and maintain a public gift fund to be known as ‘The Canberra Birds Conservation Fund’.
- (2) The purposes of the Fund are to support the principal charitable purpose, and the objects, of the association.
- (3) The Fund will be used only to support the association's charitable purposes. Any allocation of funds or property, made from the Fund to other persons or organisations, will be made in accordance with the charitable purposes of the association and not be influenced by the preferences of donors.
- (4) Members of the general public are to be invited to make gifts of money or property to the Fund for the charitable purposes of the association.
- (5) Money from donations, interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Fund.
- (6) The Fund must not receive any other money or property, including corporate sponsorship money, and gifts to it are to be kept separate from other funds of the association.
- (7) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon.
- (8) Receipts are to be issued in the name of the association and proper accounting records and procedures are to be kept and used for the Fund.
- (9) The Fund will be operated on a non-profit basis. None of the money or property accumulated by the Fund will be distributed to members of the association (or trustees of the Fund) except to support the association's charitable purposes and apart from proper remuneration for administrative services.
- (10) The Fund will be administered by a committee of management of no fewer than three persons. The committee of management will be appointed by the committee of the association.
- (11) The association is registered as a charity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), has Deductible Gift Recipient (DGR) status under the *Income Tax Assessment Act 1997* (Cth), and has reporting requirements to the Australian Charities and Not-for-profits Commission (ACNC). The association's Annual Information Statements and Financial Reports to the ACNC fulfil its gift fund reporting requirements.
- (12) In the event of the winding up of the Fund, any surplus assets (Deductible Gift Recipient gifts) are to be transferred to a Charity or Charities endorsed as a Deductible Gift Recipient with similar charitable purposes and objects.

PART 7 – MISCELLANEOUS

48. Funds–source

- (1) The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, such other sources as the committee decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s bank account.
- (3) The association will, as soon as practicable after receiving any money, issue an appropriate receipt if requested to do so.

49. Funds–management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides. The income and property of the association must be used and applied solely in promotion of its objects and no portion may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or profit to members of the association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a member of the committee or employee of the association, being a member of the committee or employee authorised to do so by the committee and, if for an amount of more than \$1,000, must also be signed by a second such person.
- (3) All electronic transfers of funds must be authorised by a member of the committee or employee of the association, being a member of the committee or employee authorised to do so by the committee and, if for an amount of more than \$1,000, must also be authorised by a second such person.

50. Alteration of objects and rules

Neither the objects of the association mentioned in the Act, section 29, nor these rules may be altered except in accordance with the Act.

51. Common seal

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be witnessed by two committee members.

52. Custody of books

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

53. Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

54. Service of notice

(1) For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

55. Surplus property

(1) At the first general meeting of the association, the association must pass a special resolution nominating–

- (a) another association for the Act, section 92 (1) (a); or
- (b) a fund, authority or institution for the Act, section 92 (1) (b); in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

(2) Despite the provisions of subrule (1), the Association may, by special resolution, nominate an association, fund, authority or institution for the purposes of section 92 of the Act which differs from the association, fund, authority or institution nominated pursuant to subrule (1).

(3) An association nominated under subrule (1) (a) or subrule (2) must fulfil the requirements specified in the Act, subsection 92 (2).

56. The Steve Wilson Award

- (1) The committee has established the Steve Wilson Award (the Award). It recognises Steve Wilson's contributions to the association and more broadly, and acknowledges the contributions made by awardees in the spirit of Steve Wilson.
- (2) The Award is a medal inscribed with the awardee's name.
- (3) The committee may establish a sub-committee, under rule 19, known as the Steve Wilson Award Committee (SWAC), to manage the Award processes. The functions of the SWAC, include, but are not limited to—
 - (a) Promoting the Award among the association's members; and
 - (b) Receiving nominations for the Award in the manner determined by the SWAC; and
 - (c) Assessing nominations; and
 - (d) Advising the committee of the association of its decisions in response to nominations; and
 - (e) Arranging for presentations of the Award
 - (f) Other functions decided upon by the committee of the association
- (4) The Committee may establish, and from time to time amend, terms of reference for the SWAC.