
The Constitution of Bat Rescue SA Incorporated

November 2024

RULES OF ASSOCIATION

1. NAME

The name of the association shall be Bat Rescue SA Incorporated, hereafter called the Association.

2. DEFINITIONS

'Committee' means the Committee of Management of the Association.

'the Act' means the Associations Incorporation Act 1985 (SA).

'meeting' means with a face-to-face physical meeting or meeting via Skype or similar technology, a discussion by email is not a meeting.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Association shall be:

1. to rescue, rehabilitate, and release wherever possible, microbats and flying foxes;
2. to educate the public on the vital role bats play in the environment;
3. to protect vulnerable bat species.

4. POWERS OF THE ASSOCIATION

The Association shall have the powers conferred by section 25 of the Act.

5. MEMBERSHIP

There shall be no members of the Association apart from the Committee and authorised members defined as those with current paid membership or as stated forthwith:

The Committee may authorise a Member to undertake the rescue and/or foster care of Flying Foxes or Microbats if the Member has completed the training specified by the Association, or can demonstrate prior learning, to a level satisfactory to the Committee and has completed the required immunisations to do so. Such a Member is an Authorised Member.

Authorised Members are entitled to: (i) vote at a General Meeting; and (ii) be elected to the Bat Rescue SA Committee

5.1 Fees

A member must pay to the Association a one-off membership fee as stated by the Committee, the amount of which will be reviewed annually by the Committee. A majority vote of the Committee is required to amend the membership fee or instate an annual renewable fee.

6. THE COMMITTEE

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6.1 Powers and Duties

The management of the Association shall be vested in a voluntary Committee consisting of between 4 and 10 members. The Committee has the management and control of the funds and other property of the Association.

1. The Committee may change the Public Officer as required by the Act.
2. Public Statements on behalf of the Association may only be made by persons duly authorised by the Committee. No person may claim to represent the Association unless duly authorised.

6.2 Appointment

1. Any casual vacancy occurring among the office bearers (Chair, Secretary and Treasurer) may be filled by the Committee by ballot.
2. There is no fixed term for Committee members.

6.3 Proceedings of Committee

1. The Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. Any three (3) Committee members may call a meeting by notifying all Committee members, and the quorum for such meetings shall be four (4).
2. Decisions may be made on any issue by the Committee at meetings or by email provided that all members of the Committee have been notified and the necessary quorum is achieved within an appropriate timeframe.
3. Email decisions are made by one member sending a motion to the entire Committee and then at least a quorum of members voting. Prior to a vote being finalised, any two members may request that the motion be put to a meeting rather than voted upon via email; in which case the matter is deferred to a meeting.
4. Motions being decided at any meeting or by email of the Committee shall be decided by a majority of votes (assuming a quorum is reached). In the event of equality of votes, the Chair shall have a casting vote on matters requiring urgent action, but for all other matters a decision shall be deferred to the next meeting.
5. Any member of the Committee may have their vote counted on specific resolutions despite being absent from any meeting, provided that they have communicated their position to all members of the Committee in writing in advance of any meeting at which their apologies for attendance are noted.

7. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a member of the Committee shall become vacant:

1. if the person dies or becomes permanently incapacitated by ill-health, or any circumstance preventing them from fulfilling their duties.;
2. if the member resigns office by giving notice in writing to the Committee;
3. if the member is absent for more than three meetings without the leave of the Committee from meetings of the Committee held during that period;

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4. if the member fails to declare any direct or indirect interest in any contract or proposed contract of the Association and a majority of the remainder of the Committee view this as a serious failure to declare a conflict of interest
5. if the member is expelled. The Committee may expel a member from the Committee for conduct deemed to detrimental to the aims and objectives of the Association. Such an expulsion will be by two-thirds majority at a Committee meeting (rounded down) and must follow the rules of natural justice.

8. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and Secretary. The seal shall reside with the Chairperson of the Committee and will only be used at the express and minuted instruction of the quorum of the Committee.

9. GENERAL MEETINGS

General meetings will be held as required under the Act in the event that the association is prescribed, as defined by the Act.

10. ANNUAL GENERAL MEETINGS

Annual General Meetings will be held as required under the Act in the event that the Association is prescribed.

11. MINUTES

1. Proper minutes of all meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
2. The minutes kept pursuant to this rule must be confirmed by members of the Committee as a complete and accurate record.
3. Supporters/volunteers of the Association will be given the opportunity to receive minutes, except for personal or sensitive information which needs to be kept private.

12. DISPUTE RESOLUTION

Disputes shall be resolved as the Committee sees fit.

13. FINANCIAL REPORTING

13.1 Financial year

The first financial year of the Association shall be the period ending on the next 30th June following incorporation, and thereafter a period of 12 months commencing on 1st July and ending on 30th June of each year.

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13.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act. All accounting records (including bank statements) must be made available to any committee member upon request.

Records should be kept for seven years.

14. BAT RESCUE SOUTH AUSTRALIA INCORPORATED GIFT FUND

- 1 The Association will maintain a Gift Fund called the “Bat Rescue South Australia Incorporated Gift Fund”:
 - (i) which will be used only for the principal purpose of the Association;
 - (ii) all gifts and deductible contributions of money or property for that purpose are made to it;
 - (iii) any money received because of such gifts or deductible contributions is credited to it; and
 - (iv) it does not receive any other money or property.

- 2 *BAT RESCUE SOUTH AUSTRALIA INC. – CONDUIT POLICY*
 - (a) Bat Rescue SA’s constitution sets out their policy to not act as a mere conduit as follows:

Bat Rescue South Australia Inc must not:

 - (i) be directed by a donor to act as a conduit by passing a donation of money or property to other organisations, bodies or persons
 - (ii) act as a collection agency for tax-deductible donations intended by a donor to be passed on to another organisation, body or person.
 - (b) The “Bat Rescue South Australia Inc. Gift Fund” will have a separate bank account into which money donated to the fund will be deposited, including interest accruing thereon.
 - (1) Receipts will be issued in the name of “Bat Rescue South Australia Inc” and proper accounting records and procedures will be kept and used for the organisation.
 - (2) Receipts issued in the name of “Bat Rescue South Australia Inc.” will contain:
 - (i) the Association’s ABN,
 - (ii) date the donation was received
 - (iii) the name of the donor
 - (iv) the amount of the donation.

15. APPOINTMENT OF AUDITOR

1. Auditing of the finances shall take place upon the request of any member of the Committee, or every 12 months if the funds under the control of the Association exceed \$40,000.
2. In the event of an audit, the Committee shall appoint an auditor and the auditor shall examine all accounts, vouchers, receipts, books and may obtain such explanations as they require.

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3. In the event of an audit, the Auditor(s) shall present a written report to the next following Committee.
4. No person shall act as auditor who is not eligible to act as a director of a public company in South Australia.
5. If the Association becomes prescribed, as defined in the Act, then a periodic (annual) return shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

16. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The Association is formed as a non-profit and not formed or carried on for the purpose of trading or securing pecuniary benefits to any person. The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association. This notwithstanding, nothing in this clause shall prevent the organisation from employing any person for the necessary purposes of the organisation.

17. DGR WINDING UP AND REVOCATION CLAUSE

If the Association is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.

18. APPLICATION OF SURPLUS ASSETS

1. If, after the winding up of the Association, there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any association which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The Association may determine to distribute surplus assets to nominated charities.
2. Such organisation or organisations shall be identified and determined by a resolution of the Committee.

19. RULES

1. These rules may be altered (including an alteration to the Association's name) by a $\frac{3}{4}$ majority vote (rounded to nearest whole number according to current Committee membership) of the Committee of the Association. This includes revision or replacement by substitute rules.
2. The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.
3. The registered rules shall bind the Association and its Committee to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

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