

Friends of the Australian National Botanic Gardens Incorporated

CONSTITUTION

21 June 2011

PREAMBLE

The Friends' original Constitution was ratified at our first Annual General Meeting on the 3rd November 1991, prior to our incorporation in March 1992. At the Annual General Meeting of 19 November 1995, modifications aimed at codifying various conventions adopted in the intervening years and correcting minor discrepancies with the requirements of the Associations Incorporation Act 1991, were approved.

At the Special General Meeting of 19 October 2002 alterations were adopted that enable the Friends to have a Public Fund, revised the objects of the Friends organisation, incorporated model rules for the Public Fund and requirements for the management of the Fund, and made some additional modifications and clarifications. Matters not covered in the Constitution are to be dealt with according to the Model Rules as set out in the Associations Incorporation Regulations of 26 November 1991.

A Special General Meeting of the Association held on 21 June 2011 changed the financial year specified in Clause 9.6(b) to 1 July to 30 June.

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1. NAME

The name of the Association is Friends of the Australian National Botanic Gardens Incorporated.

2. DEFINITIONS

In this Constitution:

- (a) 'Friends' means the Friends of the Australian National Botanic Gardens Incorporated;
- (b) 'Gardens' or 'ANBG' means the Australian National Botanic Gardens;

- (c) **'Director'** means the Director of the Australian National Botanic Gardens;
- (d) **'Council'** means the Council of the Friends of the Australian National Botanic Gardens Incorporated;
- (e) **'Territory'** means the Australian Capital Territory; and,
- (f) **'Public Fund'** means the Friends of the ANBG Public Fund

3. OBJECTS

The Friends of the Australian National Botanic Gardens is a non-profit tax-exempt community based organisation which aims to:

- (a) support the Gardens :
 - (i) in the protection and enhancement of the natural environment through the conservation of a significant collection of the Australian native flora;
 - (ii) in research into and display of the diversity of plant life, its ecological and geographic distribution and its horticultural values; and
 - (iii) in providing information and education to the community about growing, studying and promoting Australian plants through lectures, workshops and guided tours.
- (b) increase community awareness of the scientific, educational, conservation and recreation functions of the Gardens;
- (c) promote the continued development of the Gardens;
- (d) serve as a link to encourage the use and enjoyment of the Gardens by the community;
- (e) raise money for its objectives; and
- (f) establish and maintain a public fund to be called the Friends of the ANBG Public Fund for the specific purpose of supporting the environmental objects/purposes of the Friends of the Australian National Botanic Gardens. The Public Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Public Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

4. PATRONAGE

The Council may appoint patrons to advance the aims of the Friends.

5. MEMBERSHIP

5.1 Conditions of Membership.

- (a) Any person, organisation or body corporate committed to the aims of the Friends shall be eligible for membership.
- (b) Annual subscriptions shall become due and payable on the first day of November.
- (c) The annual subscriptions shall be determined by resolution of the Council.

- (d) A member shall be a paid up (financial) member only if all subscriptions and dues payable, including the current subscription, have been paid within three months of the due date.

5.2 Membership shall be voting or non-voting.

- (a) Voting members shall include paid-up members and honorary members and will have one vote, excepting household or corporate categories of memberships who may have up to two votes if two representatives are present at the meeting;
- (b) Non-voting members shall include ex-officio members and special categories of members; and
- (c) There shall be no proxy voting.

5.3 Other categories of membership may be specified in the by-laws.

5.4 Where the conduct of a member(s) has been inconsistent with the aims of the Friends, the Council may, by resolution, terminate the membership. This decision can be appealed at a special general meeting.

6. MEETINGS

6.1 Annual General Meeting.

- (a) The Friends shall, in each year, hold an annual general meeting.
- (b) The annual general meeting shall be held on such day, being not later than five (5) months after the close of the financial year of the Friends, as the Council may determine.
- (c) The annual general meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it.
- (d) The ordinary business of the annual general meeting shall be:
 - (i) to confirm the minutes of the last preceding annual general meeting;
 - (ii) to receive from the Council, auditor, and workers of the Friends, reports on the activities of the Friends during the preceding financial year; and,
 - (iii) to elect the office bearers of the Friends and other Council members.
- (e) The annual general meeting may transact special business of which notice is given in accordance with this Constitution.
- (f) The provisional agenda of the annual general meeting shall always include an item under which any other business may be raised by those present.

6.2 Special general meetings.

- (a) The President or the Council may, whenever they think fit, convene a special general meeting of the Friends; or
- (b) A special general meeting shall be called by the Secretary on the written request for such a meeting, signed by at least ten (10) voting members.

- 6.3 Notice of annual and special general meetings. The Council shall give members at least fourteen (14) days notice of the provisional agenda, place, day and time for annual general or special general meetings, either:**
- (a) in writing; or,**
 - (b) by advertisement in at least one newspaper published in the Australian Capital Territory.**
- 6.4 Council meetings. Council meetings shall be held regularly and shall open to all members to attend.**
- 6.5 Conduct of meetings.**
- (a) The Chairperson at meetings shall be the President, or in the President's absence, the Vice-President, or in their absence, a nominee of the Council;**
 - (b) No item of business shall be transacted unless a quorum of voting members is present;**
 - (c) A quorum shall be twenty (20) voting members at the annual general and special general meetings, and five (5) voting members at Council meetings;**
 - (d) Minutes shall be kept of all meetings; and**
 - (e) Decisions shall be by majority vote by voting members. The voting system shall be specified in the by-laws. In the event of a tie, the Chairperson shall have a casting vote as well as a deliberative vote. At the request of five (5) members present, a secret ballot shall be held.**

7. OFFICERS AND THE COUNCIL OF THE FRIENDS

- 7.1 The Council shall be responsible for the achievement of the aims of the Friends, for the development of programs, and the running of activities.**
- 7.2 The Council shall consist of the following officers:**
- (a) President**
 - (b) Vice-President**
 - (c) Secretary**
 - (d) Treasurer**
 - (e) Five (5) Council members**
 - (f) The Director of the Gardens (ex officio)**
 - (g) The Gardens' Friends Liaison Officer (ex officio)**
 - (h) Representative of the Gardens' staff (ex officio)**
- 7.3 The Council may co-opt members to fill a vacancy on the Council, appoint members to perform certain duties and appoint sub-committees as and when required.**
- 7.4 Members of the Council shall be elected for a term of two (2) years.**

- 7.5** A person shall not hold the office of President for more than two (2) consecutive terms.
- 7.6** The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.

8. PUBLIC OFFICER

- 8.1** The Council shall, within fourteen (14) days after the incorporation of the Friends, appoint a resident of the Australian Capital Territory to be the Public Officer.
- 8.2** A vacancy shall be filled within fourteen (14) days.
- 8.3** The office of the Public Officer shall become vacant if the person holding that office:
- (a) dies;
 - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors;
 - (c) becomes of unsound mind;
 - (d) resigns his or her office by writing under his or her hand addressed to the Council;
 - (e) ceases to be a resident of the Territory; or,
 - (f) ceases to be a member of the Friends.

9. ACCOUNTS, FINANCE

- 9.1** True accounts shall be kept:
- (a) of all sums of money received and expended by the Friends and the reason for the receipt or expenditure; and
 - (b) of the property, credits and liabilities of the Friends.
- 9.2** The assets and funds of the Friends shall be used solely to further the objects of the Friends. No portion of these funds shall be paid or distributed to members except as compensation for wages or salary of employees or for expenses.
- 9.3** Funds shall be raised by subscription, donations, sales of goods and such other means as Council authorises.
- 9.4** The Friends shall maintain such bank accounts and engage in such financial transactions as are authorised by the Council.
- 9.5** An Auditor shall be appointed.
- 9.6** Financial year :
- (a) An audited financial statement shall be prepared each financial year for presentation to the annual general meeting.
 - (b) The financial year shall be from 1 July to 30 June in the subsequent year.
- 9.7** No member shall be held personally liable for the payment of debts of the Friends.

9.8 No member of the Council shall be appointed to a salaried position with the Friends.

10. MODEL RULES FOR THE PUBLIC FUND

These model rules for public funds on the Register of Environmental Organisations reflect the requirements of taxation policy, especially Taxation Ruling 95/27.

- 10.1** The objective of the Public Fund is to support the Friends' environmental purposes.
- 10.2** Members of the public are to be invited to make gifts of money or property to the Public Fund for the environmental purposes of the Friends.
- 10.3** Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Public Fund.
- 10.4** A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Friends.
- 10.5** Receipts are to be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the Public Fund.
- 10.6** The Public Fund will be operated on a not-for-profit basis.
- 10.7** A committee of management of no fewer than three persons will administer the Public Fund. The committee will be appointed by the Friends. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

11. MANAGEMENT OF THE PUBLIC FUND

These clauses reflect the requirements of the Income Tax Assessment Act 1997 and Ministerial Rules.

- 11.1** Requirements of the Public Fund The Friends must inform the Department responsible for the environment as soon as possible if
 - (i) it changes its name or the name of its Public Fund; or,
 - (ii) there is any change to the membership of the management committee of the Public Fund; or,
 - (iii) there has been any departure from the model rules for public funds set out in the 'Guidelines to the Register of Environmental Organisations'.
- 11.2** Ministerial Rules. The Friends agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that the gifts made to the Public Fund are only used for its principal purpose.
- 11.3** Not-for-Profit. The income and property of the Friends' Public Fund shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Friends.

- 11.4 Conduit Policy.** Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Friends' Public Fund and will not be influenced by the preference of the donor.
- 11.5 Winding up.** In the case of the winding-up of the Public Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- 11.6 Statistical Information**
- (a) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the financial year (1 July to 30 June).
 - (b) An audited financial statement for the Friends and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.

12. VETO POWER OF DIRECTOR

If the Director advises the Council that a particular course of action proposed by the Friends would not be in the best interest of the Gardens, that course of action shall not be pursued.

13. DISCLOSURE OF INTEREST

- 13.1** A member of Council who has an interest in any contract or arrangement made or proposed to be made with the Friends, shall disclose that interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration if the interest then exists; or, in any other case, at the first meeting of the Council after the acquisition of the interest.
- 13.2** No member of the Council shall vote as a member of Council in respect of any contract or arrangement in which the member is so interested and if the member does so vote that vote shall not be counted.

14. BY-LAWS

The Council may make by-laws for the achievement of the aims of the Friends and to implement this Constitution.

15. ALTERATION OF THE CONSTITUTION

An alteration of this Constitution shall be made upon approval at a special or annual general meeting of the Friends by at least a three-quarters majority of voting members present at the meeting, after members have been given at least twenty-one (21) days notice of the proposed alteration.

16. DISSOLUTION

- 16.1** The Friends shall be dissolved in the event of membership of less than ten (10) persons, or upon a vote of a three-quarters majority of members present at a special general meeting convened to consider such a question.

- 16.2** Upon a resolution being passed in accordance with Paragraph 16.1 of this rule, all assets on hand, except those assets of the Public Fund, shall, after payment of all expenses and liabilities, be handed over to the Gardens.
- 16.3** Upon dissolution of the Friends, assets in the Public Fund shall be treated in accordance with clause 11.5 of this Constitution. The Friends' original Constitution was ratified at our first AGM on the 3rd November 1991, prior to our incorporation in March 1992.

