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## CONSTITUTION

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1) **NAME**

The name shall be PROJECT NUMBAT INCORPORATED.

Hereafter in this document it shall be referred to as PROJECT NUMBAT.

2) **OBJECTIVES OF PROJECT NUMBAT INCORPORATED**

**The OBJECTIVES of PROJECT NUMBAT shall be:**

- a) To enhance efforts to conserve the numbat and its natural habitat.
- b) To assist the Numbat Recovery Team with conservation activities including research and reintroduction programs.
- c) To assist in the protection and restoration of current and former numbat habitat.
- d) To promote and assist landholder participation in feral animal control programs, in cooperation with the relevant Government Agencies.
- e) To promote and assist community awareness of the numbat and the need to support its recovery via the media, schools, local shows etc.
- f) Develop collaborations with other community organisations and action groups with similar objectives to pool resources to achieve identified outcomes.
- g) To undertake fundraising activities to support numbat conservation.
- h) Undertaking education and community awareness programs promoting the significance of the numbat and its habitat.
- i) Supporting on-ground work that directly assists the conservation of the numbat and its associated habitat.
- j) To establish and maintain a public fund to be called the NUMBAT CONSERVATION FUND for the specific purpose of supporting the objectives of Project Numbat. The 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 NUMBAT CONSERVATION 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.

3) **THE PROPERTY AND INCOME**

The property and income of PROJECT NUMBAT shall be applied solely towards the promotion of the objectives of PROJECT NUMBAT and no part of that property or income may be paid or otherwise distributed directly or indirectly to members of PROJECT NUMBAT except:

- a) The payment in good faith of remuneration to any member of PROJECT NUMBAT for services actually rendered.
- b) The payment of interest on money borrowed by PROJECT NUMBAT from a member of PROJECT NUMBAT.

4) **COMMITTEE OF MANAGEMENT**

- a) The business and affairs of PROJECT NUMBAT shall be under the management of the Committee, provided however that except in the case of extreme urgency, the Committee shall not take any action contrary to decisions made at a General meeting.

- b) The Committee shall consist of:
  - i) Chairperson (President)
  - ii) Vice Chairperson (Vice President)
  - iii) Secretary
  - iv) Treasurer
  - v) At least 5 and not more than 9 other Members.
- c) The Committee shall arrange:
  - i) All activities for the purpose of achieving the objectives of PROJECT NUMBAT
  - ii) All ordinary meeting dates
  - iii) All social functions organised by PROJECT NUMBAT
  - iv) Employment of paid staff
  - v) Fund raising
- d) The election of the Committee for the ensuing twelve months shall take place at the Annual General Meeting.
- e) All members of the Committee must be financial members of PROJECT NUMBAT.
- f) Should any vacancy occur on the Committee of PROJECT NUMBAT other than in the normal course of elections, the vacancy shall be filled by a financial member appointed by the Committee and that person shall hold office for the unexpired portion of the predecessor's term.
- g) Nomination for each candidate for election to the Committee shall be proposed by another financial member at the Annual General Meeting. Contested offices shall be subject to ballot by members present and voting thereon.
- h) The committee shall make any such arrangements as they believe necessary for purchasing goods in connection with the general running of PROJECT NUMBAT or for catering.
- i) The Committee shall have the power to delegate to a sub-committee, to deal with any such matters as the Committee deems fit.
- j) If a committee member misses 3 consecutive meetings without reasonable reason, they may be asked to resign and a replacement person appointed.
- k) It is a requirement that committee members have access to email to enable efficient running of the operations of Project Numbat.

## 5) **MEMBERSHIP OF PROJECT NUMBAT**

- a) Any person and institution interested in PROJECT NUMBAT and the aims it embraces shall be eligible for membership.
- b) All adult members shall be permitted to hold office, vote and take part in business procedures at meetings of PROJECT NUMBAT.
- c) Membership fees shall be reviewed at the Annual General Meeting in each year. Current fee structure \$20.00 for a 1 year membership, \$50 for a 3 year membership, and \$85 for a 5 year membership.
- d) A properly constituted Annual General Meeting or Special Meeting may appoint any person as an honorary member of PROJECT NUMBAT in recognition of services rendered.
- e) Upon any person ceasing to be a member of PROJECT NUMBAT for any reason whatsoever, he/she shall not be entitled to the return of his/her membership subscription or any portion thereof.

- f) The committee may expel, punish or otherwise deal with any member whose conduct is, in its opinion, injurious to the interests of PROJECT NUMBAT. The decision shall be final, unless revoked or varied by a Special General Meeting called for the purpose and held within one month after notice of such decision shall have been delivered.

## 6) **REGISTRATION OF MEMBERS**

- a) The Secretary shall on behalf of PROJECT NUMBAT keep and maintain the register of members of the said Group.
- b) The Secretary shall cause the name of the person who dies or ceases to be a member under Clause 5 (f) of PROJECT NUMBAT constitution, to be deleted from the register of the members of PROJECT NUMBAT.
- c) Any member who delivers notice in writing of his or her resignation from PROJECT NUMBAT shall have his or her name deleted from the register by the Secretary.
- d) All PROJECT NUMBAT members will renew their membership on the date of their anniversary of joining.

## 7) **DUTIES OF THE EXECUTIVE**

Unless otherwise determined by the Committee, the duties of the President, Secretary and Treasurer shall be:-

### a) THE PRESIDENT

- i) The President of PROJECT NUMBAT shall be the Chairperson at all General Meetings. Should the President not be present, then the Vice President shall take the chair
- ii) At all meetings the Chairperson's decision on all points of order shall be final.
- iii) The Chairperson shall have a casting vote in addition to his or her deliberate vote.
- iv) The Chairperson shall ensure that the minutes taken in any official meeting are checked and signed as correct by the Chairperson of the next official meeting to which those minutes relate.

### b) THE SECRETARY

The secretary shall:

- i) Carry out his or her duties under the direction of the Committee
- ii) Keep a true and accurate record of all minutes of all meetings
- iii) Coordinate the correspondence of PROJECT NUMBAT
- iv) Issue notices of all meetings
- v) Have custody of all books, documents, records and registers (see clause 5 a), other than those to be kept and maintained by the Treasurer

### c) THE TREASURER

The Treasurer shall:

- i) Be responsible for the receipt of all moneys paid to or received by PROJECT NUMBAT present and issue receipts for the same.
- ii) Pay all moneys received by PROJECT NUMBAT into such accounts as the Committee directs.

- iii) Make payments from the funds of PROJECT NUMBAT with the authority of a General Meeting or of the Committee and in doing so ensure that all cheques are signed by one other member of the executive (President, Vice-president, Secretary) as well as him or herself.
- iv) Present a financial statement of the current affairs of PROJECT NUMBAT at each general meeting and keep proper books of account of all moneys received and disbursed, and generally perform all such duties as the Committee directs.
- v) Have custody of all securities, books and documents of a financial nature and be responsible for having the accounts audited by a qualified Auditor (not a member of PROJECT NUMBAT) and present an audited financial statement at each Annual General Meeting.

## 8) **COMMITTEE MEETINGS**

- a) The Committee shall meet as often as required to conduct the business of PROJECT NUMBAT.
- b) Any member of the Committee shall have the power to call a meeting of the said Committee
- c) The quorum for a Committee Meeting shall be three (3) members present in person or taking part by teleconference via audio, video or computer connection and shall include one of the President, Vice President, Secretary or Treasurer.
- d) The Secretary is to issue notice of Committee Meetings seven (7) days prior to the Meeting.
- e) Each Committee member has a deliberate vote and the Chairperson has an additional casting vote if required.

## 9) **ANNUAL GENERAL MEETINGS**

- a) The Annual General Meeting (hereafter to be referred to as the (AGM) of PROJECT NUMBAT shall be held on a date to be decided by the Committee within three calendar months of the end of the new financial year.
- b) Members shall be given notice by the Secretary, at least fourteen days prior to the meeting date.
- c) The QUORUM for the AGM shall be nine (9) persons present.
- d) If at any AGM there be no quorum within thirty minutes of the time appointed for the meeting, then the meeting shall lapse and another meeting date shall be set by the Committee within thirty (30) days.
- e) Subject to these rules, each member present in person or by proxy at an AGM is entitled to a deliberate vote.
- f) Duties of the Chairperson, Secretary and Treasurer shall be subject to the rules covered under Clause 7 (a, b, c).
- g) The election of a Committee for the ensuing twelve months shall take place at the AGM, together with any other business mentioned in the notice paper concerning the meeting.
- h) Nomination of each candidate for election as an office bearer shall be proposed by another financial member at the AGM. Contested offices shall be subject to ballot at the AGM by members present and voting thereon.
- i) The Annual Finance Report and audited balance sheet shall be submitted to members at the AGM (see Clause 7 c.v.)

- j) The AGM or a Special General Meeting may make by-laws or amendments to the Constitution if necessary and desired for the proper administration of PROJECT NUMBAT. These amendments must be approved by not less than 75% of the members present and voting thereon. Notice of motion for Constitutional changes must be given to members in writing at least seven (7) days prior to the meeting at which they will be decided.

#### **10) GENERAL AND SPECIAL MEETINGS**

- a) A General or Special Meeting may be conducted at the request of any of the Executive of PROJECT NUMBAT or at written request of any financial member.
- b) The date for this meeting shall be within thirty (30) days of the request and notice shall be given to members by the Secretary, at least seven (7) days prior to the meeting.
- c) If a Special Meeting is not convened within a thirty (30) day period of a written request, the requestor may convene a Special Meeting for the purpose specified in that request
- d) Any General or Special Meeting shall have a quorum of at least seven (7) members present in person.
- e) Rules governing General or Special Meetings shall be the same as those governing the AGM with the exception of:
  - i) Clause 9 (b, c, g, h, i, and j)
  - ii) Clause 7 c. v.

#### **11) CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

A casual vacancy occurs in the office of a committee member and that office becomes vacant if the committee member-

- a) dies;
- b) resigns by notice in writing delivered to the chairperson or if the Committee member is the Chairperson, to the Vice Chairperson and that resignation is accepted by resolution of the Committee;
- c) is convicted of an offence under the Act;
- d) is permanently incapacitated by mental or physical ill- health;
- e) is absent from more than –
  - i) 3 consecutive Committee meetings; or
  - ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;

#### **12) FINANCE**

The financial year shall end on the 30<sup>th</sup> June of each calendar year.

#### **13) TRUSTEES**

Unless otherwise determined, the members of PROJECT NUMBAT Committee for the time being, shall be deemed to be the Trustees of the PROJECT NUMBAT to hold any property, real and personal, belonging to PROJECT NUMBAT.

**14) DISTRIBUTION OF PROPERTY AND ASSETS UPON CESSATION OF PROJECT NUMBAT**

- a) If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.
- b) If upon winding up or dissolution of PROJECT NUMBAT no member shall be entitled to the return of her/his membership subscription or remaining portion thereof.

**15) COMMON SEAL**

- a) PROJECT NUMBAT shall have a Common Seal on which its corporate name shall appear in legible characters.
- b) The Common Seal of PROJECT NUMBAT shall not be used without the authority of the Committee and that use shall be recorded in the minute book.
- c) The affixing of the Common Seal shall be witnessed by any two of the Executive of PROJECT NUMBAT.
- d) The Common Seal shall be kept in the custody of the Secretary.

**16) AMENDMENTS TO THE CONSTITUTION**

This shall be the only Constitution of PROJECT NUMBAT and shall come into force forthwith and shall not be altered, varied, added to or repealed unless 75% of members present at the AGM, or at a meeting specially convened for that purpose, are in favour of such alteration, variation, addition or repeal (Clause 9 j).

**17) CUSTODY OF BOOKS, DOCUMENTS, RECORDS AND SECURITIES**

All books, records, documents and securities of PROJECT NUMBAT shall be held in trust by either the Secretary or Treasurer, according to their duties (Clause 7) and shall be available for inspection by any member of PROJECT NUMBAT upon reasonable request.

**18) REQUIREMENTS OF THE NUMBAT CONSERVATION FUND**

- a) PROJECT NUMBAT will inform the Department responsible for the environment as soon as possible if:
  - i) it changes its name or the name of the 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 located in the Guidelines to the Register of Environmental Organisations.
- b) PROJECT NUMBAT agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

- c) The income and property of PROJECT NUMBAT 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 PROJECT NUMBAT.
- d) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.
- e) Statistical information including an audited financial statement for Project Numbat and its public fund, will be provided within four months of the end of the financial year.
- f) If, on cessation of the Numbat Conservation Fund, any assets remaining after satisfaction of all debts and liabilities and the expenses incurred in cessation, those assets shall be distributed to another incorporated association with similar conservation objectives that is on the Register of Environmental Organisations.

**19) RULES OF THE NUMBAT CONSERVATION FUND**

- a) The objective of the Fund is to support PROJECT NUMBAT'S Constitutional Objectives (Clause 2).
- b) Members of the public are to be invited to make gifts of money or property to the Fund to support the Objectives of PROJECT NUMBAT.
- c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- e) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- f) The fund will be operated on a not-for-profit basis.
- g) A committee of management, appointed by PROJECT NUMBAT, of no fewer than three persons will administer the fund. The majority of these members will be "responsible persons" as defined by the Guidelines to the Register of Environmental Organisations.

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