

CONSTITUTION OF BORNEO ORANGUTAN SURVIVAL (BOS) - AUSTRALIA

MEMORANDUM OF ASSOCIATION

PREAMBLE

“There is no greater gift to the future than the preservation and conservation of our Earth’s natural environment. Today it is estimated that in the world’s rainforests alone, 27,000 species are extinguished every year – 74 species a day. The population of wild orangutans has declined by more than half in the last 20 years, and approximately 80% of its natural habitat has been lost in the last half century. Orangutans are considered indicator species for forest health in the Borneo and Sumatra rainforest (the second largest rainforest left standing today), which means that if orangutans survive in a given location, most other native species, including plants, and insects can also survive for posterity.”

Borneo Orangutan Survival (BOS) – Australia is therefore dedicated to the conservation of orangutans and the preservation of the Earth’s natural environment.

1. NAME OF THE ASSOCIATION

The name of the Association is Borneo Orangutan Survival (BOS) - Australia

2. MISSION OF THE ASSOCIATION

The Association seeks to contribute to the conservation of orangutans and their ecosystem.

This mission is sought to be achieved by undertaking activities in furtherance of its objects.

3. OBJECTS OF THE ASSOCIATION

The objects of the association are:

- (1) to fund, support, contribute, aid and assist the activities undertaken by the Borneo Orangutan Survival Foundation domiciled in Balikpapan, Indonesia for the protection, preservation and survival of orangutans, and in particular the Wanariset Orangutan Reintroduction Project located in Samboja, East Kalimantan, and the Nyaru Menteng Orangutan Rehabilitation Centre in Central Kalimantan, Indonesia.
- (2) to fund, support, contribute, aid, and assist the activities undertaken by the National Orangutan Survival Program in Indonesia.
- (3) to support, contribute, aid, assist and provide emergency funding, for the protection of orangutan habitats caused by forest fires, and

destruction of forests, and other emergency activities undertaken for the protection, preservation and survival of orangutans and their ecosystem.

- (4) to fund, support, contribute, aid, and assist any new or existing projects that contribute to the general goal of orangutan protection when all needs of priority programs have been met and funding is available for such programs.
- (5) to fund, support, contribute, aid and assist projects that contribute to the general goal of environmental protection and nature conservation.
- (6) to inform, educate, advise and promote public awareness among individuals, community groups and organisations of the plight of orangutans, and their ecosystem in Borneo and Sumatra, and the value of nature conservation and protection of the environment.
- (7) to promote and publicise the activities undertaken by the Borneo Orangutan Survival Foundation and the association towards the protection, preservation and rehabilitation of orangutans, conservation of their natural habitats in Borneo and Sumatra, and the value of nature conservation.
- (8) to publish journals, magazines, periodicals and books, produce, and exhibit documentaries, and films, and organise radio, and television programs, musical and theatrical performances, lectures, meetings, seminars, and other public events for the purpose of increasing public awareness of the plight of orangutans, the destruction of their ecosystem and raising funds towards promoting the objects of the association.
- (9) to solicit and to receive gifts, donations, contributions and grants from the public, any corporation or association, or any government or authority and to use such funds and income derived therefrom towards promoting the objects of the association.
- (10) to enter into any arrangement with any Government or authority that may seem conducive to the objects of the association, and to obtain from any such Government or authority any rights, privileges and concessions which the association may think it desirable to obtain.
- (11) to subscribe to, become a member of any other club, association or organisation whose objects are altogether or in part similar to this association.
- (12) to apply the property and income of the association towards promoting the objects of the association with no part of that property or income paid or otherwise distributed directly or indirectly to members of the association.

- (13) to establish and maintain a public fund to be called the “Borneo Orangutan Survival Fund” for the specific purpose of supporting the environmental objects/purposes of Borneo Orangutan Survival (BOS) – Australia Incorporated. 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 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.
- (14) to do all such things as may be necessary, incidental, conducive or convenient to the attainment of the above objects.

RULES OF THE ASSOCIATION

1. DEFINITIONS

In the interpretation of the rules unless the context or subject matter otherwise indicates or requires:

“committee means” the committee of management of the association which governs or has management of the association as referred to in Rule 12.

“committee member” means a member of the committee of management as referred to in Rule 13.

“committee meeting” means a meeting of the committee of management as referred to in Rule 19.

“financial year” means the period of 12 months commencing at the expiration of the previous financial year, as referred to in Rule 41 and Section 26 of the Act.

“general meeting” means a meeting of the members of the association as referred to in Rules 22 and 24.

“member” means a member of the association as referred to in Rule 2.

“ordinary member” means a member of the committee who is not an office-bearer of the association as referred to in Rule 13(i)(b).

“public officer” means the person who is responsible for lodging documents and is the primary contact in the association for the Department of Fair Trading.

“resolution” means a resolution other than a special resolution passed by a majority of members at a general meeting of the association as referred to in Rule 30.

“special general meeting” means a meeting of the members of the association, other than an annual general meeting as referred to in Rule 24.

“special resolution” means a resolution passed by three quarters of members at a general meeting of the association as referred to in Rule 31.

“the Act” means the Associations Incorporation Act 1984.

“the association” means Borneo Orangutan Survival (BOS) - Australia Incorporated.

"the fund" means the public fund called the "Borneo Orangutan Survival Fund" established by the association as referred to in Rule 42.

“the regulation” means the Associations Incorporation Regulation 1999.

“the rules” include the Regulations, and By-laws, if any, of the association.

2. MEMBERSHIP QUALIFICATIONS

- (1) Membership of the association is open to all persons who support the objects of the association.
- (2) A person who wishes to become a member must apply for membership of the Association in writing in the form set out in Appendix 1 to these Rules.
- (3) The application must be lodged with the secretary of the association, and must be accompanied by payment of the membership fee, of such amount as may be determined by the committee from time to time.
- (4) As soon as practicable after receiving the application for membership, the secretary must refer the application to the committee.
- (5) The committee must consider each application at a committee meeting and at the meeting accept or reject the application.
- (6) As soon as practicable after the committee makes that determination the secretary must:
 - i. notify the applicant in writing or via email that the committee approved the application for membership, and enter the applicant’s name in the register of members, and, on the name being so entered, the applicant becomes a member of the association; or
 - ii. notify the applicant, in writing, that the committee rejected the application for membership and return payment of the membership fee, sent with the application for membership.
 - iii. The committee may reject any application for membership without assigning any reason for such rejection.

3. CESSATION OF MEMBERSHIP

A person ceases to be a member of the association if the person:

- i. dies, or
- ii. resigns the membership; or
- iii. is expelled from the association.

4. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- i. is not capable of being transferred or transmitted to another person; and
- ii. terminates on cessation of the person's membership.

5. RESIGNATION OF MEMBERSHIP

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member must deliver notice in writing of his or her intention to resign that membership to the secretary or other committee member of the association.
- (3) As soon as practicable after receiving the notice of intention to resign the secretary will refer the notice to resign to the committee.
- (4) The committee must consider the notice of intention to resign at a committee meeting and at that meeting accept or reject the notice of resignation.
- (5) If the committee rejects the notice of intention to resign the secretary must, within seven days after the decision is taken cause written notice to be given to the member of the decision taken, of the reasons given by the committee for having taken that decision and of the member's right to appeal to the committee established for the resolution of disputes under Rule 9.
- (6) A person who ceases to be a member under this rule remains liable to pay to the association the amount of any subscription due and payable by that person to the association but unpaid at the date of resignation.
- (7) If a member of the association ceases to be a member under this rule, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6. REGISTER OF MEMBERS

- (1) The secretary of the association must establish and maintain a register of the members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member and the date on which the person ceases to be a member.
- (2) The register of members must be kept by the secretary of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

- (3) A member of the association may obtain a copy of any part of the register on payment of the fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

7. FEES AND SUBSCRIPTIONS

- (1) A person when applying for membership of the association must pay to the association the membership fee, of such amount as may be determined by the committee from time to time.
- (2) The annual membership fee payable will be for the period from 1 July in each calendar year to 30 June in each succeeding calendar year.

8. MEMBERS' LIABILITIES

The liability of a member of the association 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.

9. RESOLUTION OF INTERNAL DISPUTES

- (1) Disputes between members (in their capacity as members) of the association and disputes between members and the association are to be referred to a special committee for the resolution of disputes.
- (2) The committee shall be called the Dispute Resolution Committee and consist of three persons appointed by members of the association.
- (3) The decision of such committee shall be final and conclusive.

10. DISCIPLINING AND EXPULSION OF MEMBERS

- (1) A complaint may be made to the committee by any person that a member of the association:
 - i. has refused or neglected to comply with a provision or provisions of these rules; or
 - ii. has acted in a manner prejudicial or detrimental to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - i. must cause notice of the complaint to be served on the member concerned; and
 - ii. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - iii. must take into consideration any submissions made by the member in connection with the complaint.

- (3) The committee may, by resolution expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, or the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 11.
- (5) The expulsion or suspension does not take effect:
 - i. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - ii. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Rule 11 (5), whichever is later.

11. RIGHT OF APPEAL OF DISCIPLINED OR EXPELLED MEMBER

- (1) A member may appeal to the association in general meeting against a resolution of the committee under Rule 10 within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - i. no business other than the question of the appeal is to be transacted; and
 - ii. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

12. POWERS OF THE COMMITTEE

The Committee is to be called the Committee of Management of the association and, subject to the Act, the Regulations and these rules and to any resolution passed by the association in a general meeting:

- (1) is to control and manage the affairs of the association; and
- (2) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

13. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the founding members of the committee and to section 21 of the Act, the committee is to consist of:

- i. the office-bearers of the association; and
- ii. five ordinary members,

each of whom is to be elected at the annual general meeting of the association under Rule 14.

- (2) The office-bearers of the association are to be:

- i. the president
- ii. the vice-president
- iii. the treasurer; and
- iv. the secretary.

- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment

14. ELECTION OF MEMBERS

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

- i. 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 form of the nomination), and
 - ii. must be delivered to the secretary of the association at least twenty-eight days before the date fixed for the holding of 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 are to 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 casual vacancies.
- (4) If the number of nominations 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 is to be held.
- (6) The ballot for the election of the office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

15. SECRETARY

- (1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - i. all appointments of office bearers and members of the committee;
 - ii. the names of members of the committee present at a committee meeting or a general meeting, and
 - iii. all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) It is the duty of the secretary to perform such other duties as are imposed by these Rules and by the Act on the secretary.

16. TREASURER

It is the duty of the treasurer of the association to ensure:

- (1) that all money due to the association is collected and received that all payments authorised by the association are made; and
- (2) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipt and expenditure connected with the activities of the association.
- (3) That such other duties as are imposed by these Rules and by the Act are performed.

17. CASUAL VACANCIES

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (1) dies; or
- (2) ceases to be a member of the association; or
- (3) becomes an insolvent under administration within the meaning of the *Corporations Law*; or
- (4) resigns office by notice in writing given to the secretary; or
- (5) is removed from office under Rule 18; or
- (6) becomes a mentally incapacitated person; or
- (7) is absent without the consent of the committee from all meeting or the committee held during a period of six months.

18. REMOVAL OF A MEMBER

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding 1000 words) and requests that the representations be notified to the member of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. MEETINGS AND QUORUM

- (1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting of the committee may be given orally, in writing or using any technology consented to by all the committee members. The consent may be a standing one. A committee member may only withdraw the consent within a reasonable period before the meeting.
- (5) Notice of a meeting given under clauses (3) and (4) must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting except such other business which the committee members present at the meeting agree to transact.
- (6) Unless the committee determines otherwise, any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
 - i. the president or, in the president's absence, the vice-president is to preside, or
 - ii. if the president and the vice president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may, by instrument of writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - i. this power of delegation; and

- ii. a function which is a duty imposed on the committee by the Act or by any other law.
- (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 sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as 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 it if had been done or suffered by the committee.
- (6) The committee is not bound to act on or abide by any decision or recommendation made by a sub-committee.
- (7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (8) A sub-committee may meet and adjourn, as it thinks proper.

21. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at the meeting of a committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 19 (6) the committee may act despite any vacancy on the committee.
- (4) 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

- (5) The committee or any sub-committee appointed by the committee may pass a resolution without a meeting being held if all the committee or sub-committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (6) Separate copies of a document may be used for signing by committee or sub-committee members if the wording of the resolution and statement is identical in each copy.
- (7) The resolution is passed when the last committee or sub-committee member signs.

22. ANNUAL GENERAL MEETING – HOLDING OF

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - i. within the period of 18 months after its incorporation under the Act; and
 - ii. within the period of six months after the expiration of the first financial year of the association.

23. ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the association is, subject to the Act and to Rule 22 to be convened on such date and at such a place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - i. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - ii. to receive from the committee reports on the activities of the association during the last preceding financial year;
 - iii. to elect office-bearers of the association and ordinary members of the committee;
 - iv. to receive and consider the statement which is required to be submitted to members under Section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

24. SPECIAL GENERAL MEETINGS – CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association, at a reasonable time and place.
- (2) The association may hold a meeting of its members at 2 or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate.
- (3) The committee must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the association.
- (4) A requisition of members for a special general meeting:
 - i. must state the purpose or purposes of a meeting;
 - ii. must be signed by the members making the requisition;
 - iii. must be lodged with the secretary;
 - iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members of the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

25. 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 fixed date for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) 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 21 days before the fixed date for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing 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.

26. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - i. by delivering it to the person personally;
 - ii. by sending it by pre-paid post to the address of the person; or
 - iii. 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:
 - i. in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - ii. 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
 - iii. 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.

27. PROCEDURE

- (1) No item of business is to 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) Unless a general meeting determines otherwise, three members present in person (being members 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 commencement of a general meeting a quorum is not present, the meeting:
 - i. if convened on the requisition of members, is to be dissolved; and

- ii. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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 at least two) is to constitute a quorum.

28. PRESIDING MEMBER

- (1) The president, or in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority or members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to 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 oral 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 clauses (1) and (2), notice of an adjournment of a general meeting or the business to be transacted at an adjourned meeting is not required to be given.

30. MAKING OF DECISIONS

- (1) Subject to clauses (4), (5) and (6) a question arising at a general meeting of the association is to be determined by a resolution passed on a show of hands by a majority of members of the association as, being entitled under these rules vote in person or by proxy, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson 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 or against that resolution.

- (2) At a general meeting of the association, a poll may be demanded by the chairperson or at least three members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - i. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - ii. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs.

And the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

- (4) The members of the association may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (5) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (6) The resolution is passed when the last member signs.

31. SPECIAL RESOLUTION

A resolution of the association is a special resolution if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

32. VOTING

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of inequality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy

to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. APPOINTMENTS OF PROXIES

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) A member of a company who is entitled to attend and cast a vote at a meeting of the association's members may appoint a person as the member's proxy to attend and vote for the member at the meeting.
- (3) The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

34. APPOINTMENT OF CORPORATE REPRESENTATIVE

- (1) A corporation which is a member of the association may appoint an individual as a representative to exercise on the corporation's behalf all the powers that the corporation could exercise at a meeting or in voting on a resolution.
- (2) An appointment of a corporate representative under clause (1) shall be so made by a resolution of the board or other governing body of the corporation and the resolution so made shall be lodged with the secretary of the association.

35. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The secretary must cause proper minutes of all proceedings of all general meetings and committee meetings to be taken and then entered within 30 days after the holding of each general meeting or committee meeting, as the case requires, in minute books kept for that purpose.
- (2) The president must ensure that the minutes taken of a general meeting or committee meeting under clause (1) are checked and signed as correct by the president of the general meeting or committee meeting to which those minutes relate at the next succeeding general meeting or committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - i. the general meeting or committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held.
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

- iii. all appointments or elections purporting to have been made at the meeting have been validly made.

36. CUSTODY OF BOOKS

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

37. INSPECTION OF BOOKS

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

38. COMMON SEAL

- (1) The association must have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

39. FUNDS – SOURCE

- (1) The funds of the association are to be derived from membership fees, grants, gifts, donations, contributions, fund raising activities undertaken by the association, and such other sources as the committee determines.
- (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 must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. FUNDS MANAGEMENT - NON PROFIT

- (1) The income and property of the association must be used and applied solely in promotion of the objects of the association in such manner as the committee determines.
- (2) No portion of the income or property of the association must be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit or salary to members, office-bearers or trustees of the association.

- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

41. FUNDS ALLOCATION - CONDUIT POLICY

Any allocation of funds or property to other persons or organisations must be made in accordance with the established purposes of the association and not be influenced by preference of the donor.

42. PUBLIC FUND - RULES AND ADMINISTRATION

- (1) The objective of the public fund called the "Borneo Orangutan Survival Fund" is to support the association's environmental purposes.
- (2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the association.
- (3) 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.
- (4) A separate bank account is to be opened to deposit money donated to the fund, including interest accrued thereon, and gifts to it are to be kept separate from other funds of the association.
- (5) 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.
- (6) The fund will be operated on a non-profit basis.
- (7) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the association. 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.
- (8) In case of winding-up of the fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (9) The association must inform the Department responsible for the environment as soon as possible if:
 - i. it changes its name or the name of the fund; or
 - ii. there is any change in the membership of the management committee of the fund; or
 - iii. there has been any departure from the rules of the fund, set out in clauses (1) to (7).

- (10) The association 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.
- (11) Statistical information requested by the Department on donations to the fund will be provided within four months of the end of the financial year.
- (12) An audited financial statement for the association and the 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.

43. FINANCIAL YEAR AND AUDIT

- (1) The financial year of the association must be for a period of 12 months commencing from 1 July in each calendar year to 30 June in each succeeding calendar year or such other period of 12 months as may be determined by the committee, except in the case of the first year after incorporation.
- (2) The association must have the financial records and the income and expenditure of the association for a financial year audited.
- (3) The auditor's report, the financial report, and the financial information required to be submitted to members under Section 26 (6) of the Act must be sent to members with the notice convening the annual general meeting, and tabled at the annual general meeting

44. WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purpose which is not carried on for the profit or gain of its individual members.

45. INSURANCE

The association must affect and maintain insurance under Section 44 of the Act.

46. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.