C O N S T I T U T I O N

PART 1: OVERVIEW - AIMS & OBJECTIVES

1. Name & Title

The name of the association is “National Finch and Softbill Association Incorporated” (hereinafter referred to as the "NFSA").

2. Definitions

In this Constitution:

- **Commissioner** means the Commissioner of the Office of Fair Trading.

- **Special General Meeting** means a General Meeting of the association other than an Annual General Meeting.

- **the Act** means the Associations Incorporation Act 1984.

- **the Regulation** means the Associations Incorporation Regulation 1999.

- **Aviculture** means the keeping and breeding of birds using well defined and appropriate techniques which maximise the health and welfare of the birds and their opportunities for reproduction.

- **Aviculturist** means a person who practices aviculture.

- **Finch** means any of numerous small Passerine birds in the families Estrildidae, Fringillidae and Emberizidae, with short stout bills adapted for crushing seeds

- **Softbill** means any of numerous Passerine birds in several families which may be Carnivorous, Insectivorous, Omnivorous, Frugivorous, Nectarivorous or Folivorous, which consume very little seed, and are not parrots.
3. Aims & Objectives

1. The aims and objectives of the NFSA are:

   a) To work to maintain the positive image of aviculture as a legitimate and respected leisure activity within the Australian community.

   b) To provide a tolerant, impartial and non-divisive forum for collecting the views of finch and softbill aviculturists and providing a cohesive interface with other avicultural bodies;

   c) To promote the conservation of finch and softbill species both in the wild and in captivity through the support, development and implementation of research and restoration projects, and the establishment of co-operative captive breeding programs for targeted species;

   d) To assist and advise all governments and their agencies on any matters relating to finches and softbills;

   e) The National Finch and Softbill Association strongly and publicly opposes the illegal trapping of wild finches and softbills and the smuggling of finches and softbills and their eggs. It will use its best endeavours to assist government bodies achieve the conviction of those involved in illegal activities, and will advise government on the most effective methods of prevention.

2. Activities of the NFSA shall comprise:

   a) Development of consensus positions based on input from members on issues relevant to the keeping and breeding of finches and softbills in Australia;

   b) The communication of those positions in the form of written submissions, articles or testimony to relevant authorities;

   c) The production of articles for publication in existing magazines, publications or websites produced by other organisations;

   d) The production of newsletters or other forms of information delivery such as a website to publicise activities of the NFSA to members and stakeholders;

   e) The organisation of small specialist meetings to focus on specific topics of relevance to the Aims and Objectives;

   f) Active support, in the form of expertise, publicity or in any other way, for the activities of other avicultural bodies where those activities are consistent with the Aims and Objectives of NFSA; and
g) Other initiatives as determined from time to time by the Committee which are consistent with the Aims and Objectives

3. Activities of the NFSA shall not comprise:

a) Production of regular publications in the form of magazines which may compromise the publication activities of member bodies; and

b) Organisation of conferences, conventions or other diverse avicultural events which may compromise similar efforts of member bodies.

Part 2: MEMBERSHIP

4. Application for Membership

1. Membership shall be open to all persons or bodies (incorporated or unincorporated) interested in the Aims and Objectives of the NFSA.

2. Each application for membership shall be made on the membership form accompanied by the appropriate payment and submitted to the secretary.

3. Each applicant for membership shall undertake to comply with the spirit of the NFSA's "Code of Ethics" and to uphold the Aims and Objectives of the NFSA.

4. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Management Committee which is to determine whether to accept or to reject the nomination.

5. Categories of Membership

1. There shall be the following categories of membership:

a) **Affiliated Body Member**, being any club, association, society, partnership, firm or company, whether incorporated or unincorporated;

b) **Private Member** being an individual;

c) **Life Member**, being a Private Member or Affiliated Body member; and

d) **Honorary Member**, as may be appointed by the Committee for life or for a lesser period.

2. Affiliated Body Members will be classified according to their membership as a small body [<100 members] or large body [≥100 members].
3. Affiliated Body Members shall be required to specify the size of their membership with their annual subscription each year.

6. Cessation of Membership

1. A person ceases to be a member of the association if the person:
   a) Dies; or
   b) resigns membership; or
   c) is expelled from the association.

7. Membership Entitlements Not Transferable

1. A right, privilege or obligation which a person has by reason of being a member of the association:
   a) is not capable of being transferred or transmitted to another person; and
   b) terminates on cessation of the person’s membership.

8. Subscription

1. Subscription rates shall be determined from time-to-time by the Committee and shall be displayed on Membership Application Forms.

2. The membership year of the NFSA shall be 1 July to 30 June in the succeeding year. Applications received in the last six months of the financial year may be subject to concessions at the discretion of the Committee.

3. Renewal subscriptions are due 1 July of each year and members in arrears as at 30 September each year may be deemed to have resigned, but may rejoin at any time subject to approval and payment of any joining fee that may be determined by the Committee.

9. Register of Members

1. The Secretary [or other officer duly appointed by the Management Committee] of the association shall establish and maintain a register of 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 or ceased being a member.

2. The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
10. 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 Community Justice Centre or its equivalent or similar service for mediation in accordance with the *Community Justice Centres Act 1983*.

2. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Misconduct and Disciplining of a Member

1. The Committee may investigate any complaint made in writing to the Secretary as to the conduct of any member and shall have the power to expel, or suspend from membership for a specified period, any such member where the Committee is of the opinion that the member has willfully acted in a manner prejudicial to the interests, aims or objectives of the NFSA.

2. Any member recommended for expulsion or suspension shall be informed of the decision of the Committee and provided with reasons for the decision by registered letter within 7 days of the decision.

3. Any member recommended for expulsion or suspension shall have the right of appeal either in person or in writing at a meeting of the Committee convened to consider the appeal. Notice of appeal must be lodged with the Secretary in writing.

4. If notice of appeal is not received within twenty-eight (28) days after notice of the expulsion or suspension is served on the member, the decision shall be deemed final.

5. Should the member provide a notice of appeal within 28 days, but then fail to appear at the meeting, the Committee may determine the matter in the member's absence.

12. Members’ Liabilities

1. 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 8.
PART 3: THE COMMITTEE

13. Powers of the Committee

1. The committee is to be called the Management Committee of the association and, subject to the Act, the Regulation, and these rules, and to any resolution passed by the association in General Meeting:

   a) is to control and manage the affairs of the association; and

   b) 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

   c) has the power and authority 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.

14. Constitution and membership

1. The Management Committee shall be comprised of:

   a) the Executive Committee or office-bearers being the President, Vice-President, Secretary, and Treasurer, who are elected from amongst the financial private members or nominees received from financial member bodies;

   b) one nominee from each State and Territory of Australia who shall be nominated by the dominant club, society or association, or groups of such bodies, in that State or Territory through a process determined by those member clubs or groups in that State or Territory; and

   c) up to and including four [4] individuals appointed by the Management Committee from among the membership on the basis of their special expertise or knowledge as required.

2. Subject to the requirements of Clause 18 [Retirement of office bearers] each member of the management committee is to hold office until they resign or until the conclusion of elections at the Annual General Meeting following the date of the member’s election, but is eligible for re-election.

3. Members of the committee may not hold more than one of the positions of President, Vice-President, Secretary or Treasurer at any one time.

4. The duties of the members of the Committee shall be determined by the Committee.
5. The Committee shall have the right to appoint a Public Officer, members to assist the Committee from time to time, and one or more Honorary Advisers.

6. 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.

15. Election of office-bearers

1. Nominations of candidates for election as office-bearers of the association:

   (a) must be made in writing, signed by 1 member of the association, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

   (b) must be delivered to the secretary of the association at least 14 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 among the office-bearers, the candidates nominated are taken to be elected and further nominations are to be received for any remaining unfilled vacancies at the Annual General Meeting.

3. If insufficient further nominations are received, any vacant office – bearer positions are taken to be casual 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 is to be held.

6. The ballot for the election of office-bearers is to be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.
16. Meetings and Quorum

1. The Committee shall meet at least once yearly, or as required, at dates, times and venues as determined from time to time, teleconference meetings may be deemed as full meetings.

2. Unless otherwise excused by the Committee, any member failing to attend two (2) consecutive Committee Meetings may be deemed to have vacated his or her Committee position.

3. An agenda shall be circulated to members prior to the meeting. Such agenda shall specify the general business to be transacted at the meeting and no other business shall be transacted to finality or resolution (other than to resolve that the business be transacted at a later meeting) unless the business is urgent and is otherwise agreed to by all the members present.

4. Where a resolution is required for an agenda item such resolution shall be by simple majority and in the case of an equality of votes the Chairperson of the meeting shall be entitled to exercise a second or casting vote.

5. A Special Management Committee Meeting may be called by any three members of the Committee. A minimum of seven (7) days notice of such a meeting together with an agenda shall be given to each member of the Management Committee.

6. Any seven (7) 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. At a meeting of the committee:
   a. the President or, in the President’s absence, the Vice-President is to preside; or
   b. 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 elected by the members present at the meeting is to preside.

17. Sub-Committees

1. The Committee may elect or appoint Sub-committees to pursue the objectives of the NFSA. As a prerequisite to the deliberations of such Sub-committees, terms of reference with appropriate powers and authorities shall be established by the Committee. Persons with specific expertise who may not be members of the NFSA may be co-opted to such Sub-committees.
2. NFSA Sub-committees will report in writing promptly after each meeting of the Sub-committee and will provide the report and copies of all resolutions, outcome of voting, minutes, correspondence and documents raised, to the Secretary.

18. Retirement of Office-bearers

1. Subject to clause 2, an office-bearer [as defined at Clause 14.1a] must retire from office at the conclusion of the third annual general meeting after the office bearer was last appointed.

2. At the second and third annual general meetings two of the four Office bearers must retire. The Office Bearers must agree among themselves or determine by lot which of them must retire.

3. A retiring office bearer will not be eligible for re-election for that position until the next Annual General Meeting.

PART 4: GENERAL MEETINGS

19. 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 [6] 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:

   a) within the period of eighteen [18] months after its incorporation under the Act; and

   b) within the period of six [6] months after the expiration of the first financial year of the association.

3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

20. Annual General Meetings – calling of and business at

1. The Annual General Meeting of the association is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the Committee thinks fit.

2. At the Annual General Meeting of the Association, all members of Executive Committee [Office Bearers] shall retire from office, but shall be eligible upon
nomination for re-election, subject to requirements of Clause 18 [Retirement of Office Bearers].

3. 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:

a. to confirm the minutes of the last preceding Annual General Meeting and of any special General Meeting held since that meeting;

b. to receive from the committee reports on the activities of the association during the last preceding financial year;

c. to elect office-bearers of the association and ordinary members of the committee; and

d. to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

4. Notice of the Annual General Meeting shall be given to each financial member at least twenty-one (21) days prior to the meeting.

21. General Meeting & Extraordinary General Meeting

1. Not less than one (1) Ordinary General Meetings shall be convened each year; and shall be held immediately following the close of the Annual General Meeting. Notice of such a meeting shall be given to each financial member at least twenty-one (21) days prior to the meeting.

2. Any motion of decision made at an Ordinary General Meeting shall have the force and effect of being a recommendation.

3. An Extraordinary General Meeting to resolve matters of urgency may be called by the Committee, or by requisition in writing of no less than five (5) per cent of the total membership of the NFSA. Notice of such a meeting shall be given to each financial member at least fourteen (14) days prior to the meeting, with the agenda indicating the place, date and time of the meeting. Only the Agenda Item(s) may be discussed at such meeting.

22. Quorum And Procedure For Meetings

1. The Quorum at the Annual General Meeting and General Meetings shall be ten (10) financial members in addition to the Committee.

2. If the prescribed quorum for the meeting is not present within thirty (30) minutes of the appointed time of commencement the meeting shall be adjourned to a date to be fixed but no sooner than seven (7) days and no later that thirty six (36) days from that date.
3. At any meeting, the President, or in his or her absence, the Vice-President, or if neither is available, one of the remaining members present shall preside over the meeting.

23. Amendment of the Constitution

1. This Constitution may be amended only by special resolution by not less than a three-quarter majority of financial members exercising their right to vote, in person or by postal vote or 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.

24. Voting Rights At General Meetings

(包括Annual and Extraordinary General Meetings).

1. Each Affiliated Body Member shall be entitled to appoint one delegate and an alternative delegate from amongst its own members to represent it at any General Meeting of the NFSA. Such appointment must be evidenced in writing and tendered to the Secretary. No person may be the appointed delegate of more than one Affiliated Body.

2. On any matter arising at a General Meeting requiring resolution by the membership, individual members will have one vote only, while a nominee delegate representing a member body will have 10 votes if representing a small body [Clause 5.2] or 20 votes if representing a large body [Clause 52.]

3. In the case of an equality of votes on a question at a meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

25. Postal Vote

1. Each member shall be entitled to vote by way of postal vote to the Secretary that must be received by the Secretary not less than twenty four (24) hours prior to the commencement of the meeting.

2. Postal voting shall be conducted in a strictly confidential manner as determined by the Committee.

26. Proxy Vote

1. Each member shall be entitled to allocate that member's proxy vote to another member for that meeting or any adjournment thereof. Proxy votes must be received in writing by the Secretary not less than twenty four (24) hours prior to the commencement of meeting and may specify how the chosen holder is to vote on designated resolutions.
2. The contents of the notice of appointment of a proxy shall be held to be strictly confidential prior to the meeting.

PART 5. MISCELLANEOUS

27. Financial Year

The Financial Year of the NFSA shall be 1st July to 30th June in the succeeding year.

28. Accounts

1. The financial accounts of the NFSA shall be kept by the Treasurer and shall be audited annually by a professional accountant not otherwise associated with the NFSA and a duly audited income and expenditure account and a statement of assets and liabilities shall be presented to the Annual General Meeting.

29. Funds

1. Funds are to be derived from joining fees, membership subscriptions, donations, raffles, special events and such other sources as the Committee determines, but does not include borrowing.

2. All moneys received shall be deposited in accounts maintained in banks or other financial institutions approved by the Committee.

3. Where determined by the Committee a separate accounting record shall be kept of monies designated for a specific purpose.

4. Cheques or withdrawals made from any account may be authorised by any two [2] of the Treasurer, President, Secretary or Vice-President.

5. The Management Committee shall approve any expenditure of funds.

30. Custody of Books and Documents

1. The books must be kept in the custody or control of the Public Officer but may, as directed by the Committee, be held by the Secretary or Treasurer.

2. All records shall be available for inspection, free of charge, by any member by appointment.

31. Fees & Renumeration

1. All members of the NFSA shall serve without fee or remuneration other than for incidental out-of-pocket expenses incurred in activities approved by the Committee and for which receipts or evidence of legitimate expenditure can be provided.
32. Trustees

1. In the event of proposed disbandment under Clause 36 Trustees shall be appointed and shall comprise not less than four (4) persons including the persons holding, at the time of affirmation of disbandment, the positions of President, Vice-President, Secretary and Treasurer.

2. The Official Trustee Signatories shall be any three of the Trustees, one being the Treasurer, or in his/her absence, the Secretary and one shall be the President.

33. Insurance

1. The Association may effect and maintain insurance. The Committee shall determine the need and where necessary endeavor to obtain and to maintain adequate and appropriate insurance.

34. Liability of Executive Committee Members and Trustees

1. Each of the Trustees and members of the Committee shall not be liable for any act or omission other than an act or omission that is dishonest or attributable to intentional or reckless failure to exercise due care as a Trustee or as a member of the Committee.

35. Indemnity for Trustees and Members of the Executive Committee

1. Each Trustee and member of the Committee shall be indemnified out of the funds of the NFSA against any liability incurred by them as a result of any action or omission as Trustee or member of the Committee other than an act or omission that is dishonest or attributable to intentional or reckless failure to exercise due care as a Trustee or as a member of the Committee.

2. Each Trustee or member of the Committee shall have a lien on the assets of the NFSA for such indemnity and shall not be liable for any amount to which such indemnity does not extend.

3. The Trustees and members of the Committee shall not be indemnified out of the assets of the NFSA for any penalty imposed on them under the provisions of the Associations Incorporation Act 1984 or any other Act or Regulation governing the conduct of the NFSA.

36. Disbandment

1. The NFSA may be disbanded upon a special resolution being carried by not less than seventy-five (75) per cent of the members entitled to vote and exercising their right to vote.
2. Upon the disbandment the remaining assets after payment of all liabilities, shall not be distributed to the members, but shall be held or administered by the Trustees and may be applied to re-establishment of the functions of the NFSA within a period of three (3) years from the date the disbandment was affirmed.

3. In the absence of any re-establishment being realised within this three (3) year period the trustees shall be empowered to disburse the funds promptly to some other organisation or organisations having one or more of the Objectives of the NFSA and which also prohibit the distribution of assets to members. Distribution of assets will be the sole discretion of the trustees provided that no specific organisations were nominated to receive the remaining assets by special resolution.

4. In the event of there being no suitable organisation to receive these assets the assets shall be disbursed to suitable organisations conducting research or on-ground actions relevant to the conservation of birds, or research on diseases and disorders of birds other than domestic poultry as determined by the Trustees.

*Adopted by the Committee on 16th June, 2007 and Confirmed by a Special Resolution declared at the Annual General Meeting held on 20th October, 2007.*

*Certified by the Office of Fair Trading to be in effect as at: 20th November, 2007.*

National Finch and Softbill Association Incorporated.