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Lodged with the Office of Consumer and Business Affairs on

Rules for the Seadragon Foundation

1 Name of Association

The name of the incorporated association is “Seadragon Foundation” referred to herein as “the Association”.

2 Definitions

- 2.1 “Management Board” means the committee of management of the Association.
- 2.2 “Public Fund Board” the committee of management of the “Public Fund”.
- 2.3 "general meeting" means a general meeting of members of the Association convened in accordance with these rules.
- 2.4 "Full Member" means a full member of the Association.
- 2.5 "Support Member" means a form of membership of the Association with strict limitations and no voting right as described herein.
- 2.6 "the Act" means The Associations Incorporation Act 1985.
- 2.7 "special resolution" means a special resolution defined in the Act.
- 2.8 "month" shall mean a calendar month.
- 2.9 "Leafy Sea Dragon" means the fish species the Leafy Sea Dragon (*Phycodurus eques*; Günther, 1865), associated inshore fish, and their marine environment.
- 2.10 “Sustainable Management” means actions and processes directed toward perpetuation.

3 Objects and Purposes of the Association

- 3.1 Develop and support the sustainable management of the Leafy Sea Dragon.
- 3.2 Encourage sustainable eco-tourism of the Leafy Sea Dragon.
- 3.3 Establish a publicity, research and information hub for the sustainable management of the Leafy Sea Dragon.
- 3.4 Support facilities to increase and improve public perception of the Leafy Sea Dragon including aquariums, displays and diving sites.
- 3.5 Support scientific research of the sustainable management and conservation biology of the Leafy Sea Dragon through:
 - 3.5.1 long-term monitoring and surveys of biodiversity.
 - 3.5.2 captive breeding programs.

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- 3.5.3 habitat enhancement especially for eco tourism.
 - 3.5.4 genetic resource banking of biodiversity.
 - 3.5.5 other types of scientific research that directly related to the sustainable management of the Leafy Sea Dragon
- 3.6 Support students through scholarships and other activities.
 - 3.7 Support special project groups within the Association.
 - 3.8 Manage the activities and funds of special project groups within the Association.
 - 3.9 Encourage actions to sustainably manage the Leafy Sea Dragon by individuals, other associations, government instrumentalities, private industry, community and arts groups and other entities.
 - 3.10 Support collaborations and enter into agreements with other incorporated entities.
 - 3.11 Support collaborative projects with individuals or groups in the community, especially those with special needs, to further their education and social development.
 - 3.12 Encourage participation by individuals and entities from across the world.
 - 3.13 Employ skilled persons to complete the objects and activities of the Association.
 - 3.14 Obtain leases or interests in property for the purpose of the Association.
 - 3.15 Provide a web based information system dedicated to the achievement of the objects and purposes of the Association at www.seadragonfoundation.org.
 - 3.16 Publish the activities and achievements of the Association for the educational benefit of the wider community.
 - 3.17 Obtain and maintain the status of the Association as an approved research institute for the purposes of scientific research within the meaning of section 73A(6) of the Tax Act.
 - 3.18 Establish and maintain a public fund to be called the 'Seadragon Fund' for the specific purpose of supporting the environmental objects/purposes of the Association. 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 comply with subdivision 30-E of the Income Tax Assessment Act 1997.
 - 3.19 Provide education for environmental actions both during, and beyond, the UNESCO Decade of Education for Sustainable Development.
 - 3.20 In recognition of the threat to the Leafy Sea Dragon from global climate change, encourage the minimal use of energy in all activities conducted or supported by the Association.

4 Powers and Requirements of the Association

- 4.1 The Association shall have all the powers conferred by section 25 of the Act.
- 4.2 The Association must inform the Department responsible for the environment as soon as possible if:
 - 4.2.1 it changes its name or the name of its public fund; or
 - 4.2.2 there is any change to the membership of the Public Fund Board; or
 - 4.2.3 there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Associations.
- 4.3 Any allocation of funds or property to other persons or Associations will be made in accordance with the established purposes of the Association.
- 4.4 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.

5 The Public Fund

- 5.1 The objective of the fund is to support the Association's environmental purposes.
- 5.2 Members of the public, institutions, or business are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- 5.3 Gifts of money or property to the fund may be allocated for specific projects engaged by the Association.
- 5.4 Money from interest on donations, income derived from donated property, and money from the realization of such property is to be deposited into the fund.
- 5.5 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 Association.
- 5.6 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.
- 5.7 The fund will be operated on a not-for-profit basis.
- 5.8 A Public Fund Board of no fewer than three persons or more than five persons will administer the fund.
- 5.9 The Public Fund Board will be appointed by the Association.
- 5.10 The Public Fund Board will (subject to rule 7.4) include the President and Treasurer.

- 5.11 The members of the Public Fund Board are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Associations.
- 5.12 The withdrawal of moneys from the fund must be co-signed by at least two members of the Public Fund Board.
- 5.13 In 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.
- 5.14 The "Public Fund" will be presented as "Seadragon Fund" for publicity and public relation purposes.

6 Membership

6.1 Full Membership

Full membership of the Association can be granted to any individual who:

- 6.1.1 has made a substantial contribution to the objects and purposes of the Association.
- 6.1.2 is dedicated to the objects and purposes of the Association and agrees to be bound by its rules.
- 6.1.3 is invited by the board to seek Full Membership.
- 6.1.4 on satisfying rule 6.1.1 to 6.1.3, submits an application form made available from the Association and pays the prescribed fees.

6.2 Supporter Membership

- 6.2.1 Supporter Membership does not confer any voting rights or other rights granted to Full Members.
- 6.2.2 Any individual, group or institution may register to be granted Supporter Membership status, by submitting an application form made available from the Association and paying the prescribed fees.
- 6.2.3 The board will then review the application for Supporter Member and grant acceptance at their discretion.
- 6.2.4 In the case of Supporter Member, membership may in any case be withdrawn at any time at the discretion of the President of the Association.
- 6.2.5 Any material published by the Association on behalf of any Supporter Membership may be withdrawn at any time at the discretion of the President of the Association.

6.3 Subscriptions

- 6.3.1 Annual subscriptions and other fees payable by members shall be determined by the Association from time to time in general meetings.
- 6.3.2 The subscription fees shall be payable at such time or times as the board shall determine.
- 6.3.3 Any member may resign from membership of the association by giving written notice thereof to the public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

6.4 Resignations

- 6.4.1 A member may resign from membership of the Association by giving written notice thereof to the public officer of the Association.

6.5 Expulsion of a Member

- 6.5.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Management Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 6.5.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Management Board at which the matter will be determined.
- 6.5.3 The determination of the Management Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 6.5.4), cease to be a member 14 days after the Management Board has communicated its determination to the member.
- 6.5.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the board has been communicated to the member.
- 6.5.5 In the event of an appeal under rule 6.5.4, the appellant's membership of the Association shall not be terminated unless the determination of the Management Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the board is upheld.

6.6 Register of Members

A register of members must be kept and contain:

- 6.6.1 the name and address of each member.

6.6.2 the date on which each member was admitted to the Association.

6.6.3 if applicable, the date of, and reason(s) for, termination of membership.

7 The Management Board

7.1 Powers and Duties

7.1.1 The affairs of the Association shall be managed and controlled by a Management Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

7.1.2 The Management Board has the management and control of the funds and other property of the Association.

7.1.3 The Management Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

7.1.4 The Management Board shall appoint a public officer as required by the Act.

7.1.5 The President or other member of the Management Board must present a monthly report of the Associations activities to Full Members.

7.2 Appointment

7.2.1 The Management Board shall be comprised of at least a President, Secretary, Treasurer and two other full members and not exceed seven members.

7.2.2 A Management Board member shall be a natural person.

7.2.3 A retiring Management Board member shall be eligible for re-appointment without nomination. No other person shall be eligible to stand for appointment unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Chief Executive Officer of the Association. The nomination shall be signed by the proposer and by the nominee.

7.2.4 The Management Board may appoint a person to fill a casual vacancy, and such a Management Board member shall hold office until the next annual general meeting of the Association and shall be eligible for appointment to the Management Board without nomination.

7.2.5 One member of the Management Board shall be appointed as Public Officer.

7.2.6 Subject to rule 7.4 the President will Chair meetings.

7.3 Proceedings of the Management Board

- 7.3.1 The Management Board shall meet together for the dispatch of business at least semi-annually.
- 7.3.2 Questions arising at any meeting of the Management Board shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 7.3.3 A quorum for a meeting of the Management Board shall be no less than one half of the members of the Management Board, or at least two members if there are less than four Management Board members in total.
- 7.3.4 A member of the Management Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Management Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Management Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

7.4 Disqualification of Management Board Members

The office of a Management Board member shall become vacant if a Management Board member is:

- 7.4.1 disqualified from being a Management Board member by the Act.
- 7.4.2 expelled as a member under these rules.
- 7.4.3 permanently incapacitated by ill health.
- 7.4.4 absent without apology from more than two meetings in a financial year.
- 7.4.5 no longer the duly appointed representative of a corporate member.

8 The Seal

- 8.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 8.2 The seal shall not be used without the express authorisation of the Management Board, and every use of the seal shall be recorded in the minute book of the Association.
- 8.3 The affixing of the seal shall be witnessed by two Management Board members.
- 8.4 The seal shall be kept in the custody of the Secretary or such other person as the Management Board may from time to time decide.

9 Meetings

9.1 The location of meetings

- 9.1.1 The location of meetings (see rule 9.5.1) will include the physical address of the meeting, and in the case of e-Meetings also an e-conference address such as an email address, phone number, or any other electronic address provided to all members at least 14 days prior to the date of any meeting.

9.2 e-Meetings

- 9.2.1 Subject to rules 9.2.2 - 9.2.7, e-Meetings will be the preferred by the Association in compliance with the Associations mandate to reduce energy consumption (see rule 3.14), travel costs, and increase accessibility.
- 9.2.2 With adaptation to electronic media, e-Meetings must follow all the rules, procedures, and safeguards of conventional meetings as in rules 9.3, 9.4, 9.5, 9.6, 9.7, 9.8, 10, 11.
- 9.2.3 e-Meetings must be managed to enable levels of debate by participants equal to those provided by conventional meetings.
- 9.2.4 e-Meeting must provide a reliable and secure means of registering and recording votes.
- 9.2.5 Participation of remote site participants at e-Meetings must be verified through individual confidential passwords allocated to each member by the database manager
- 9.2.6 Quorums must still be physically present at a primary meeting site (whatever the number of remote-site participants or the frequency of e-Meetings).
- 9.2.7 Minutes of e-Meetings must include a list of names of those members and the address of each remote location, as well as a list of names of those at the central meeting location.

9.3 Annual General Meetings

- 9.3.1 The Management Board shall call an annual general meeting in accordance with the Act and these rules.
- 9.3.2 The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.

The order of the business at the meeting shall be:

- 9.3.3 the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.

- 9.3.4 the consideration of the accounts and reports of the Management Board and the auditor's report (if auditor's report is required).
- 9.3.5 the appointment of Management Board members.
- 9.3.6 the appointment of auditors (if required - see rule 12.6).
- 9.3.7 any other business requiring consideration by the Association in general meeting.

9.4 Special General Meetings

- 9.4.1 The Management Board may call a special general meeting of the Association at any time.
- 9.4.2 Upon a requisition in writing of not less than 10% of the total number of members of the Association, the Management Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 9.4.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 9.4.4 If a special general meeting is not convened within one month, as required by rule 9.4.2, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Management Board, and for this purpose the Management Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

9.5 Notice of General Meetings

- 9.5.1 Subject to rule 9.4 at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 9.5.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 9.5.3 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by sending it electronically to the electronic address appearing in the register of members, if such electronic address is given by the member for use in the register (see rule 6.6).

Where a notice is sent by post:

- 9.5.4 the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice.

- 9.5.5 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

Where a notice is sent by email:

- 9.5.6 the service will be taken to have been affected at the time of sending unless an undelivered email prompt is received in respect to the email.

9.6 Proceedings at General Meetings

- 9.6.1 A quorum for the transaction of business at any general meeting of the Management Board shall be a presentation personally or by proxy of no less than one half of the members of the Management Board, or at least two members if there are less than four Management Board members in total.
- 9.6.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 9.6.3 Subject to 7.4, the President shall preside as chairperson at a general meeting of the Association.
- 9.6.4 If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Management Board member or one of their own number to be the chairperson of that meeting.

9.7 Voting at General Meetings

- 9.7.1 Subject to these rules, every full member of the Association has only one vote at a meeting of the Association.
- 9.7.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 9.7.3 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- 9.7.4 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

9.8 Poll at General Meetings

- 9.8.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 9.8.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.9 Special and Ordinary Resolutions

- 9.9.1 A special resolution is a special resolution as defined in the Act.
- 9.9.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.10 Proxies

- 9.10.1 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

10 Minutes

- 10.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Management Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 10.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Management Board (as relevant) at a subsequent meeting.
- 10.3 The minutes kept pursuant to this rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed.
- 10.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11 Dispute Resolution

The dispute resolution procedure set out in this rule applies to disputes under these Rules between –

- 11.1 a member and another member.
- 11.2 a member and the Association.

11.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

11.4 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11.5 In this rule "member" includes any person who was a member not more than six months before the dispute occurred.

12 Financial Reporting

12.1 Financial Year

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

12.2 Accounts to be Kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

12.3 Accounts and Reports to be Laid before Members

The accounts, together with the auditor's report on the accounts, the Management Board's statement and the Management Board's report, shall be laid before members at the annual general meeting.

12.4 Annual Return to OCBA

If the Association becomes or is a prescribed Association, then the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Management Board's statement, and the Management Board's report.

12.5 Annual Return to the Department of Environment & Heritage

12.5.1 Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

12.5.2 An audited financial statement for the Association 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.

12.6 Appointment of Auditor

If the Association becomes or is a prescribed Association, then:

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12.6.1 At each annual general meeting, the members shall appoint a person to be auditor of the Association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.

12.6.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

12.6.3 If an appointment is not made at an annual general meeting, the Management Board shall appoint an auditor for the current financial year.

13 Prohibition Against Securing Profits for Members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

14 Winding Up

The Association may be wound up in the manner provided for in the Act.

15 Application of Surplus Assets

If after the winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to another fund or funds with similar objectives that is on the Register of Environmental Associations.

16 Rules

16.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

16.2 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

16.3 The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

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