



Constitution
(as amended **dd MM YYYY**)□

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Proposed amendments are shown as:

- Deletions: ~~words are struck through~~
- Additions or replacements: **words or letters are highlighted**
- Comments on amendments: **(text is in red and bracketed)**

Objectives of the Association

- a. The association's objectives are to:
 - i. maintain, preserve and enhance the quality of the natural, urban and rural environment and the integrity of ecological systems and processes;
 - ii. preserve and safeguard the natural, Aboriginal and non-Aboriginal heritage; and
 - iii. promote community understanding of the common responsibility for the maintenance of a healthy and sustainable environment, on which all life ultimately depends.
- b. The association will take action, consistent with its objectives, to:
 - i. function as a peak body for community groups which support those goals;
 - ii. work cooperatively with the public and private sectors towards the development and implementation of relevant policies, programs and actions;
 - iii. undertake community education and engage the community in campaigns;
 - iv. undertake or promote research into ecological and environmental matters;
 - v. undertake such other conservation activities as the association shall from time to time adopt; and
 - vi. establish and maintain a public fund to be called The Bogong 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 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.

Rules of the Association

Part 1.1 Preliminary

1. Definitions and Interpretation

- a. In these rules:

Note A definition applies except so far as the contrary intention appears

- i. **association** means the Conservation Council ACT Region Inc.
- ii. **financial year** means the year ending on 30 June.
- iii. **member organisation** means a member, however described, of the association.
- iv. **nominated representative** means a person nominated by a member organisation to exercise a vote or role to which that organisation is entitled under section 3(a)
- v. **ordinary board member** means a member of the board who is not an office-bearer of the association as mentioned in section 13 (d e). (Commentary on proposed change – correction of reference.)
- vi. **secretary** means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.
- vii. **the Act** means the *Associations Incorporation Act 1991*.
- viii. **the regulation** means the *Associations Incorporation Regulation 1991*.

- b. Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

Part 1.2 Membership

2. Membership qualifications

- a. Subject to subsection (b), an organisation is qualified to be a member organisation if—

- i. the organisation has not ceased to be a member organisation of the association at any time after incorporation of the association under the Act; or
 - ii. the organisation —
 - A. has been nominated for membership in accordance with section 4(a); and
 - B. has been approved for membership of the association by the board of the association.
 - b. An organisation will only be eligible to be a member organisation if:
 - i. the organisation’s primary activities include any aspect of conservation or environmental protection as stipulated in the objectives of the association.
 - ii. the organisation has at least 10 members or is a federation of organisations the constituent membership of which have a total membership of at least 10.
 - c. If the total membership of any member organisation or federation of organisations currently admitted as a member organisation falls below a constituent membership of 10 for a period of 12 successive months, such organisation or federation of organisations shall be permitted to remain a member organisation for that period but no longer.
 - d. An organisation which consists in whole or in part of federated organisations shall not count within its membership for the purposes of paragraph (ii) any federated organisations which have separate membership of the association in their own right.

3. Nominated Representatives and Voting Rights

- a. A member organisation is entitled to nominate one or more nominated representatives to vote on its behalf for the purposes of election of office-bearers or ordinary board members of the association as described in Sections 13 and 14, or to take part in a poll at general meetings as described in Sections 29 and 30.
- b. Member organisations for this purpose, will be classified as follows:

- i. a member organisation having a constituent membership of 50 or fewer members, entitled to one nominated representative;
 - ii. a member organisation having a constituent membership of between 51 and 100 members, entitled to two nominated representatives;
 - iii. a member organisation having a constituent membership of more than 100 members, entitled to three nominated representatives.
- c. If a member organisation gains or loses members in such numbers that it changes category as set out in subsection (b), then the member organisation may continue to be represented by its previous number of nominated representatives for a maximum of 12 months from the date on which it changes category. At the end of that time the member organisation will be entitled to only the number of nominated representatives appropriate to its current category.
- d. **As at the end of each financial year** ~~On each anniversary of becoming a member organisation,~~ the organisation must notify the secretary of the association of their current membership size, and must notify the secretary of the association of the nominated representative (or nominated representatives) who is authorised to vote on behalf of the member organisation. *(Commentary on proposed change - As it currently stands this requirement is administratively onerous to keep track of and is not what happens in reality. The change seeks to simplify the process as it can be performed as part of the member's membership renewal process.)*
- e. An authorisation of a nominated representative by a member organisation is valid for twelve (12) months.
- f. A member organisation must not nominate a nominated representative of another member organisation to be its nominated representative.
- g. A nominated representative is entitled to one vote on behalf of its member organisation.

4. Nomination for membership

- a. As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the board which must decide whether to approve or to reject the nomination.
- b. If the board decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member organisation as the entrance fee and the first year's annual subscription.
- c. The secretary must, on payment by the nominee of the amounts mentioned in subsection (e **b**) within the period mentioned in that subsection, enter the nominee's name in the register of member organisations and, on the name being so entered, the nominee becomes a member organisation of the association. **(Commentary on proposed change – correction of reference.)**

5. Membership entitlements not transferable

A right, privilege or obligation that an organisation has because of being a member organisation of the association—

- a. cannot be transferred or transmitted to another organisation;
and
- b. terminates on cessation of the organisation's membership.

6. Cessation of membership

A member organisation ceases to be a member organisation of the association if the organisation —

- a. is wound up; or
- b. resigns from membership of the association; or
- c. is expelled from the association; or

- d. if, six months after the date of issue of a renewal notice by the association, the member organisation has failed to pay the annual membership fee; *(Commentary on proposed change – a time limit has been included to provide clarity on when failure to renew would trigger cessation of membership.)* or
- e. pursuant to subsection 2(b)(iii ~~ii~~), its constituent membership falls below 10 members. *(Commentary on proposed change – correction of reference.)*

7. Resignation of membership

- a. A member organisation is not entitled to resign from membership of the association except in accordance with this section.
- b. A member organisation who has paid all amounts payable by the member organisation to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the board has determined a shorter period, that shorter period) in writing to the secretary of the member organisation’s intention to resign and, at the end of the period of notice, the member organisation ceases to be a member organisation.
- c. If an organisation ceases to be a member organisation, the secretary must make an appropriate entry in the register of member organisations recording the date the member organisation ceased to be a member organisation.

8. Fee, subscriptions etc

- a. The entrance fee to the association is \$1 or, if any other amount has been determined by resolution of the board, the other amount.
- b. The annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the board, that other amount.
- c. The annual membership fee is payable—
 - i. except as provided by paragraph (ii)—~~on~~ before 1 July in each calendar year; or

- ii. if an organisation becomes a member organisation on or after 1 July in any calendar year—**on** before- 1 July in each succeeding calendar year.

(Commentary on proposed changes – to reflect that the annual membership starts on and not before 1 July each year.)

9. Member organisations' liabilities

The liability of a member organisation 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 organisation in relation to membership of the association as required by section 8.

10. Disciplining of member organisations

- a. If the board is of the opinion that a member organisation —

- i. has persistently refused or neglected to comply with a provision of these rules; or
- ii. has persistently and wilfully acted in a manner prejudicial to the interests of the association; or

- iii. **no longer meets the requirements of section 2(b)(i).**

(Commentary on proposed change – the ability for this section to apply when a member organisation changes its objectives appears to have been an oversight in the previous versions of the constitution. Currently a member organisation could change its objectives to be contrary to the objectives of the organisation and could still claim to be a member of the organisation)

the board may, by resolution—

- iv. expel the member organisation from the association;
or
 - v. suspend the member organisation from the rights and privileges of membership of the association that the board may decide for a specified period.
- b. A resolution of the board under subsection (a) is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member organisation of a notice under subsection (c), confirms the resolution in accordance with this section.
 - c. If the board passes a resolution under subsection (a), the secretary must, as soon as practicable, serve a written notice on the member organisation—

- i. setting out the resolution of the board and the grounds on which it is based; and
 - ii. stating that the member organisation may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the member organisation that the member organisation may do either or both of the following:
 - A. attend and speak at that meeting;
 - B. submit to the board at or before the date of that meeting written representations relating to the resolution.
- d. Subject to the Act, section 50, at a meeting of the board mentioned in subsection (b), the board must—
 - i. give to the member organisation mentioned in subsection (a) an opportunity to make oral representations; and
 - ii. give due consideration to any written representations submitted to the board by that member organisation at or before the meeting; and
 - iii. by resolution decide whether to confirm or to revoke the resolution of the board made under subsection (a).
- e. If the board confirms a resolution under subsection (d), the secretary must, within 7 days after that confirmation, by written notice inform the member organisation of that confirmation and of the member organisation's right of appeal under section 11.
- f. A resolution confirmed by the board under subsection (d) does not take effect—
 - i. until the end of the period within which the member organisation is entitled to appeal against the resolution in accordance with section 11 if the member organisation does not exercise the right of appeal within that period; or
 - ii. if within that period the member organisation exercises the right of appeal—unless and until the association confirms the resolution in accordance with section 11(d).

11. Right of appeal of disciplined member organisation

- a. A member organisation may appeal to the association in general meeting against a resolution of the board that is confirmed under section 10(d), within 7 days after notice of the resolution is served on the member organisation, by lodging with the secretary a notice to that effect.
- b. On receipt of a notice under subsection (a), the secretary must notify the board which must call a general meeting of the association to be held within 21 days after the date when the secretary receives the notice or as soon as possible after that date.
- c. Subject to the Act, section 50, at a general meeting of the association called under subsection (b)—
 - i. no business other than the question of the appeal may be transacted; and
 - ii. the board and the member organisation must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - iii. the member organisations present must vote by secret ballot on the question of whether the resolution made under section 10(d) should be confirmed or revoked.
- d. If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 10(d), that resolution is confirmed.

Part 1.3 Board

12. Powers of board

The board, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

- a. controls and manages the affairs of the association; and
- b. may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- c. has power to perform all acts and do all things that appear to the board to be necessary or desirable for the proper management of the affairs of the association.

13. Constitution and membership

- a. The board consists of —
 - i. officer bearers; and
 - ii. up to 9 ordinary board members
- b. Each of the office bearers - excluding the treasurer – and up to 6 ordinary board members must be elected under section 14 or appointed in accordance with subsection (g).
- c. The treasurer shall be appointed at the first board meeting after the annual general meeting.
- d. Up to three ordinary board members may be appointed by the board at the first board meeting after the annual general meeting or at any subsequent board meeting.
- e. The office-bearers of the association are—
 - i. the president; and
 - ii. two vice-presidents; and
 - iii. the treasurer; and
 - iv. the secretary.
- f. Each board member holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the board member’s election, but is eligible for re-election or appointment.
- g. If there is a vacancy in the elected membership of the board, the board may appoint a board member from a member organisation of the association to fill the vacancy and the board member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

14. Election of board members

- a. Nominations of candidates for election as office-bearers of the association or as ordinary board members—
 - i. the candidate must be a member of a current member organisation;

- ii. must be made in writing, signed by 2 two members of different member organisations of the association (one of which may be the member organisation of which the candidate is a member) and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and *(Commentary on proposed change – reference to members of different member organisations has been included as member organisations can't write except through their representatives and to clarify that one of the nominating member organisations can be the member organisation referred to under 14 (a) (i))*
 - iii. must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- b. If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations, supported by nominated representatives of two different member organisations present at the meeting, may be received at the annual general meeting. *(Commentary on proposed change – to clarify that a nomination at the AGM requires the support of two member organisations)*
 - c. If insufficient further nominations are received, any vacant positions remaining on the board are taken to be vacancies.
 - d. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
 - e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
 - f. The ballot for the election of office-bearers and ordinary board members must be conducted at the annual general meeting in the way the board may direct.
 - g. A person is not eligible to simultaneously hold more than 1 position on the board.

15. Secretary

- a. The secretary of the association must, as soon as practicable after being elected or appointed as secretary, notify the association of his or her address.
- b. The secretary must keep minutes of—
 - i. all elections and appointments of office-bearers and ordinary board members; and

- ii. the names of members of the board present at a board meeting or a general meeting; and
 - iii. all proceedings at board meetings and general meetings.
- c. ~~Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.~~ (Commentary on proposed change – this task is superfluous as minutes are confirmed at the next meeting and records of this are maintained as part of 15 (b) (iii).)

16. Treasurer

The treasurer of the association must—

- a. collect and receive all amounts owing to the association and make all payments authorised by the association; and
- b. keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

17. Vacancies

For these rules, a vacancy in the office of a member of the board happens if the member—

- a. dies; or
- b. the member organisation to which the member of the board belongs, ceases to be a member organisation of the association;
- c. resigns the office; or
- d. is removed from office under section 18 (Removal of board members); or
- e. becomes bankrupt within the meaning of the Bankruptcy Act; or
- f. suffers from mental or physical incapacity that prevents the person from performing the duties of a board member; or
(Commentary on proposed change – mental or physical incapacity by itself should not rule out a person from being on the board. As it currently stands the clause could be deemed discriminatory)
- g. is disqualified from office under the Act, section 63 (1); or

- h. is absent without the consent of the board from all meetings of the board held during a period of 6 months.

18. Removal of board members

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the board from the office of member of the board before the end of the member's term of office.

19. Board meetings and quorum

- a. The board must meet at least 6 times in each calendar year at the place and time that the board may decide.
- b. Additional meetings of the board may be called by any two members of the board.
- c. Oral or written notice of a meeting of the board must be given by the secretary to each member of the board:
 - 1. at least 48 hours in advance; or
 - 2. any shorter period that may be ~~unanimously~~ agreed on by **the majority of board members participating in a board meeting** ~~the members of the board in a board meeting~~) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under subsection (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except:
 - 1. For a meeting held pursuant to subsection (c)(1) –business that **the majority of board members participating in the meeting agree to** ~~e board members present at the meeting unanimously agree to~~ treat as urgent business; and
 - 2. For a meeting held pursuant to subsection (c)(2) – business that the board members participating in the meeting unanimously agree to treat as urgent business. *(Commentary on proposed changes – the changes reduce the level of required agreement to the level consistent with other decisions made by the Board except where less than 48 hours notice is given and then a higher level of agreement is required.)*
- e. Any 5 members of the board constitute a quorum for the transaction of the business of a meeting of the board.

- f. No business may be transacted by the board unless a quorum is present obtained of board members participating either physically or electronically and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place determined by the person presiding at the meeting. *(Commentary on proposed change – to reflect changes in technology that allow board members to participate electronically.)*
- g. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- h. At meetings of the board—
 - i. the president or, in the absence of the president, one of the vice-presidents presides; or
 - ii. if the president and the vice-presidents are absent—1 of the remaining members of the board may be chosen by the board members present to preside.
- i) The Board can adopt at a meeting, held in accordance with subsections 19 (a) to (h) a policy for the conduct of out of session decisions. *(Commentary on proposed change – to confirm that the Board has the power to approve an out of sessions decisions policy. Such out-of-session decisions would normally be noted in the minutes of the following board meeting).)*

20. Delegation by board to subcommittee

- a. The board may, in writing, delegate to 1 or more subcommittees (consisting of a board member and other persons that the board considers appropriate) the exercise of the functions of the board that are specified in the instrument, other than—
 - i. this power of delegation; and
 - ii. a function that is a function imposed on the board by the Act, by any other Territory law, or by resolution of the association in general meeting.
- b. A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

- c. A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- d. Despite any delegation under this section, the board may continue to exercise any function delegated.
- e. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the board.
- f. The board may, in writing, revoke wholly or in part any delegation under this section.
- g. A subcommittee may meet and adjourn as it considers appropriate.

21. Voting and decisions

- a. Questions arising at a meeting of the board or of any subcommittee appointed by the board are decided by a majority of the votes of members of the board or subcommittee ~~present at~~ **participating in** the meeting **at the time of voting**. *(Commentary on proposed change – to reflect technological changes that allow board members to participate electronically.)*
- b. Each board member ~~present at~~ **participating in** a meeting of the board or of any subcommittee appointed by the board (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote. *(Commentary on proposed change – to reflect technological changes that allow board members to participate electronically.)*
- c. Subject to section 19(e), the board may act despite any vacancy on the board.
- d. Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a subcommittee appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or subcommittee.

Part 1.4 General meetings

22. Annual general meetings—holding of

- a. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its member organisations.
- b. The association must hold its first annual general meeting—
 - i. within 18 months after its incorporation under the Act; and
 - ii. within 5 months after the end of the first financial year of the association.
- c. Subsections (a) and (b) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

23. Annual general meetings—calling of and business at

- a. The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the board considers appropriate.
- b. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - i. to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - ii. to receive from the board reports on the activities of the association during the last financial year; and
 - iii. to elect members of the board, including office-bearers; and
 - iv. to receive and consider the statement of accounts and the reports that are required to be submitted to member organisations under the Act, section 73 (1).
- c. An annual general meeting must be specified as such in the notice calling it in accordance with section 24-25(Notice). *(Commentary on proposed change – correction of incorrect reference)*
- d. An annual general meeting must be conducted in accordance with the provisions of this part.

24. General meetings—calling of

- a. The board may, whenever it considers appropriate, call a general meeting of the association.
- b. The board must, on the requisition in writing of not less than 4 member organisations, call a general meeting of the association.
- c. A requisition of member organisations for a general meeting—
 - i. must state the purpose or purposes of the meeting; and
 - ii. must be signed by **an office holder or nominated representative of** the member organisations making the requisition; and *(Commentary on proposed change – to clarify who can sign the requisition.)*
 - iii. must be lodged with the secretary; and
 - iv. may consist of several documents in a similar form, each signed by 1 or more of the member organisations making the requisition.
- d. If the board fails to call a general meeting within 1 month after the date when a requisition of member organisations for the meeting is lodged with the secretary, any 1 or more of the member organisations who made the requisition may call a general meeting to be held not later than 3 months after that date.
- e. A general meeting called by a member organisation or member organisations mentioned in subsection (d) must be called as nearly as is practicable in the same way as general meetings are called by the board and any member organisation who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

25. Notice

- a. 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 date fixed for the holding of the general meeting, send by prepaid post **or electronically** to the member organisation's address appearing in the register of member organisations, or method nominated by the nominated representative, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. *(Commentary on proposed change – to reflect technological changes that allow board members to participate electronically.)*

- b. 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 date fixed for the holding of the general meeting, send notice to each member organisation in the way provided in subsection (a) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- c. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 23(b).
- d. A member organisation desiring to bring any business before a general meeting may give written notice 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 organisation.

26. General meetings—procedure and quorum

- a. No item of business may be transacted at a general meeting unless a quorum of nominated representatives entitled under these rules to vote is present during the time the meeting is considering that item.
- b. Ten nominated representatives present in person constitute a quorum for the transaction of the business of a general meeting.
- c. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of member organisations is dissolved and in any other case stands adjourned to a time, place and date specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to member organisations given before the day to which the meeting is adjourned.
- d. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the nominated representatives present (being not less than 5) constitute a quorum.

27. Presiding officer

- a. The president, or in the absence of the president, one of the vice-presidents, presides at each general meeting of the association.
- b. If the president and the vice-presidents are absent from a general meeting, the nominated representatives present must elect 1 of their number to preside at the meeting.

28. Adjournment

- a. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of nominated representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the meeting to each member organisation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c. Except as provided in subsections (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29. Making of decisions

- a. A question arising at a general meeting of the association is to be decided on a show of hands of nominated representatives and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, ~~or a~~ **An** entry to that effect in the minutes book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. *(Commentary on proposed change – correction of two sentences which had been previously incorrectly merged. And the correction of an outdated term.)*
- b. At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 nominated representatives present in person at the meeting.
- c. If the poll is demanded at a general meeting, the poll must be taken—
 - i. immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - ii. in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

30. Voting

- a. Subject to subsections (c) and (d), on any question arising at a general meeting of the association a member organisation has 1, 2 or 3 votes as set out in Section 3(b).
- b. All votes must be given personally or by proxy but no nominated representative may hold more than 5 proxy votes.
- c. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- d. A member organisation or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member organisation ~~or proxy~~ to the association has been paid, other than the amount of the annual subscription payable for the then current year. *(Commentary on proposed change – a proxy is a representative of a member organisation for voting purposes at general meetings and this position is not dependent on whether the proxy owes any money to the association.)*

31. Appointment of proxies

- a. Each nominated representative is entitled to appoint another nominated representative as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- b. The notice appointing the proxy must be in the form set out in appendix 1.

32. SPECIAL RESOLUTIONS

32(1) When Required

The following changes may only be made by the passing of a Special Resolution at a General Meeting:

- a. a change in the Association's name, constitution, purposes or objects;
- b. an amalgamation with another Incorporated Association; or
- c. to voluntarily wind up the Association and distribute its property.

32(2) Method of Passing

A special resolution is resolved only if it is passed in the following manner:

- a. a notice must be sent to all members **organisations** advising that a general meeting is to be held to consider a special resolution;
(Commentary on proposed changes – to ensure consistency of terminology used throughout the constitution.)
- b. the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
- c. a quorum must be present at the meeting; and
- d. at least three-quarters of those present must vote in favour of the resolution.

Part 1.5 Miscellaneous

33. Funds—source

- a. The funds of the association must be derived from entrance fees and annual subscriptions of member organisations, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the board decides.
- b. All money received by the association must be recognised as soon as possible in the association's general ledger.

34. Funds—management

- a. Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the board decides.
- b. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments **and electronic transfers of funds** must be signed **or approved** by any 2 members of the board or employees of the association, being members of the board or employees authorised to do so by the board. *(Commentary on proposed changes – to reflect changes in available banking functions.)*

35. Alteration of objects and rules

Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

36. Common seal

- a. The common seal of the association must be kept in the custody of the secretary.

- b. The common seal must not be attached to any instrument except by the authority of the board and the attaching of the common seal must be attested by the signatures either of 2 members of the board or of 1 member of the board and of the secretary.

37. Custody of books

Subject to the Act, the regulation and these rules, the secretary must ensure the safe custody of ~~keep in his or her custody or under his or her control~~ all records, books, and other documents relating to the association. *(Commentary on proposed change – editorial change to reflect that the secretary of the association's actual responsibilities.)*

38. Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member organisation's office-holders or nominated representatives at any reasonable hour. *(Commentary on proposed change – this change clarifies who in a member organisation can inspect the records, books and other documents of the association.)*

39. Service of notice

- a. For these rules, a notice may be served by or on behalf of the association on any member organisation either personally or by sending it by post or by electronic communication to the member organisation at the member organisation's address shown in the register of member organisations.
- b. If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.

- c. If a person has supplied the association with an email address – the document is taken to be served at the time copy of the notice is sent by electronic communication to the provided email address.

(Commentary on proposed change – these changes have been inserted to reflect the introduction of electronic communications since the constitution was originally drafted)

40. Surplus property

- a. At the first general meeting of the association, the association must pass a special resolution nominating—
 - i. another association for the Act, section 92 (1) (a); or

- ii. a fund, authority or institution for the Act, section 92 (1) (b); in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- b. An association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

Part 1.6 The Public Fund

41. Requirements of the Public Fund

- a. 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 public fund; or
 - ii. there is any change to the membership of the management committee of the public fund; or
 - iii. there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- b. 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.
- c. The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to member organisations, directors, or trustees of the organisation.
- d. Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.
- e. In case of the dissolving or winding-up of the fund, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

- f. 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. 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.

42. Rules of the Public Fund

- a. The objective of the fund is to support the association's environmental purposes.
- b. 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.
- c. Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- d. A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the association.
- e. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- f. The fund will operate on a not-for-profit basis.
- g. A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the board. 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.

Appendix 1 - Form of appointment of proxy

(see s30 (2) 31) (Commentary on proposed change – Correction of reference; reformatted)

I,
(full name)

of
(address)

a nominated representative of
..... (member organisation)

to the Conservation Council ACT Region Inc

appoint
.....
(full name of proxy)

of
(address)

a nominated representative of
..... (member organisation)

as my proxy to vote for me on my behalf at the general meeting of the association
(annual general meeting or other general meeting, as the case may be) to be held on

.....
and at any adjournment of that meeting.

* [To be inserted if desired] My proxy is authorised to vote in favour of/against
(delete as appropriate) the resolution (insert details).

.....

Signed
.....
(Signature of nominated representative appointing proxy)

DATE:

Note A proxy vote may not be given to a person who is not a nominated
representative of a member organisation.