



# **Constitution of the Conservation Council ACT Region**

**As amended by the Annual General Meeting  
2025**

CONSERVATION COUNCIL ACT REGION  
UNIT 14/26 BARRY DRIVE  
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## **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 not-for profit community organisations which support the association’s 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. **board** means the board of the association established by rule 13.
- iii. **financial year** means the year ending on 30 June.
- iv. **individual** means a natural person.
- v. **individual member** means a member of an organisation who is a natural person.
- vi. **member organisation** means an organisation which is a member of the association.
- vii. **member of an organisation** means an individual or organisation who or which: (1) is a member of the organisation within the meaning of the Act or equivalent legislation applicable in another jurisdiction; and/or (2) satisfies each of the following: (a) has applied for membership of, and been accepted as a member of, the organisation; and (b) is recorded on the list of members maintained by the organisation. Note For the avoidance of doubt, an individual or organisation who likes or follows a social media page of another organisation is not thereby a member of that organisation for the purpose of these rules.
- viii. **nominated representative** means a person nominated by a member organisation to exercise a vote or role to which that organisation is entitled under rule 3(a).
- ix. **ordinary board member** means a member of the board who is not an office bearer of the association as mentioned in rule 13 (e). 4
- x. **organisation** means a group of individuals and/or organisations which: (1) has an identified purpose or purposes, set out in writing; (2) has a procedure for accepting and lapsing members; and (3) maintains an annually updated list of members, including at a minimum the name and email address of each member.
- xi. **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.
- xii. **the Act** means the Associations Incorporation Act 1991.
- xiii. **the regulation** means the Associations Incorporation Regulation 1991

(b) Application of certain Acts: The following Acts apply to the Association's rules as if the rules were an instrument made under the Act:

- (i) the *Electronic Transactions Act 2001*;
- (ii) the *Legislation Act 2001*.

Note 1 Under the Electronic Transactions Act 2001, s 8, information required to be given in writing may be given electronically. For example, applications for membership may be given by email.

Note 2 The Legislation Act contains definitions and other provisions relevant to the Association's rules.

## PART 1.2 MEMBERSHIP

### 2. MEMBERSHIP QUALIFICATIONS

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- (a) Subject to subrule (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) each of the following is satisfied:
    - A. the organisation has been nominated for membership in accordance with rule 4(a);
    - B. the board is satisfied that the organisation is eligible to be a member organisation under subrule (b); and
    - C. the board in its discretion approves the organisation becoming a member organisation.
- (b) An organisation will only be eligible to be a member organisation if:
- (i) the board is satisfied that the organisation's identified purpose or purposes include any aspect of conservation or environmental protection;
  - (ii) the organisation is a not-for-profit organisation based, or with a presence in the ACT Region;
  - (iii) subject to rule 2(b)(iv), the organisation has at least 10 individual members or is a federation of organisations the constituent membership of which have a total membership of at least 10 individuals;
  - (iv) the board may waive the requirement in rule 2(b)(iii) if it is satisfied that an organisation with less than 10 individual members would be a valuable addition to membership of the association.

An organisation which consists in whole or in part of federated organisations shall not count within its membership for the purposes of paragraph (b)(iii) any federated organisations which are member organisations of the association in their own right.

### 2A. ASSOCIATES

- (a) In its discretion the board may from time to time by resolution recognise an individual, an organisation (other than a member organisation) or a corporation as an associate of the association and may stipulate that the period of recognition is for such period as the board thinks fit.
- (b) For the purposes of subrule (a) the board in its discretion may establish such criteria and/or policies and may have regard to such considerations as it thinks fit
- (c) Recognition by the board in accordance with subrule (a) confers no voting or other rights of any kind under these rules or otherwise on the individual, organisation or corporation concerned

### 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 rules 13 and 14, or to take part in a poll at general meetings as described in rules 29 and 30.
- (b) A nominated representative for the purposes of subrule (a) may but need not be the member organisation's Contact Person for the purposes of Rule 4(a)(v) below.
- (c) Member organisations for this purpose, will be classified as follows:
  - (i) a member organisation having, at the end of the relevant financial year, a constituent membership of 50 or fewer members, entitled to one nominated representative;

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- (ii) a member organisation having, at the end of the relevant financial year, a constituent membership of between 51 and 100 members, entitled to two nominated representatives;
- (iii) a member organisation having, at the end of the relevant financial year, a constituent membership of more than 100 members, entitled to three nominated representatives ; and
- (iv) an organisation that became a member organisation prior to [date of AGM] and which does not satisfy the definition of “organisation” incorporated into rule 1(xi) from [date of AGM], entitled to one nominated representative.

(d) As at the end of each financial year, and at any other time requested by the secretary of the association, each member 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 or are authorised to vote on behalf of the member organisation.

(e) An authorisation of a nominated representative by a member organisation is valid for twelve (12) months or until revoked by the member organisation, whichever is the shorter.

(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 (not including any proxy votes on behalf of another member organisation in accordance with Rule 30).

### 4. NOMINATION FOR MEMBERSHIP

(a) A nomination of an organisation for membership of the association must —

- (i) be in writing in a form agreed by the board;
- (ii) be made by an individual who is and who declares that she or he is authorised by the organisation’s members to nominate the organisation for membership of the association;
- (iii) include a description of the organisation’s identified purpose or purposes and a declaration as to the number of the organisation’s individual members at the date of nomination;
- (iv) identify whether the organisation is for profit or not for profit;
- (v) include the telephone and email contact details of a person or office within the organisation who or which is authorised to communicate with the association on behalf of the organisation (Member Organisation’s Contact Person); and
- (vi) be lodged with the Secretary of the association.

(b) 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.

(c) 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 first year’s annual subscription.

(d) The secretary must, on payment by the nominee of the amount mentioned in subrule (c) within the period mentioned in that subrule, enter the following details in the register of member organisations:

- (i) the date;
- (ii) the organisation’s name;
- (iii) the number of members of the organisation; and

(iv) the authorised representative contact details.

(e) Upon the details being entered in accordance with subrule (d), the organisation becomes a member organisation of the association.

#### **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 —

(a) the organisation is wound up or cancelled; or

(b) the organisation resigns from membership of the association; or

(c) the organisation is expelled from the association; or

(d) six months after the end of the most recent financial year, the member organisation has failed to pay the annual membership fee; or

(e) if the number of individual members of the organisation falls below 10 for a period of more than six months (in which case the organisation's Contact Person must advise the Secretary of the association accordingly, in writing, within 14 days) unless the board is satisfied that the organisation would continue to be a valuable addition to membership of the association.

#### **7. RESIGNATION OF MEMBERSHIP**

(a) A member organisation is not entitled to resign from membership of the association except in accordance with this rule.

(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 annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the board, that other amount.

(b) The annual membership fee is payable —

(i) except as provided by paragraph (ii)—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—before 1 July in each succeeding calendar 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 rule 8.

**9A. DISPUTE RESOLUTION – GENERAL**

- (a) An internal dispute for the purposes of these rules is a dispute between:
- (i) two or more member organisations (in their capacity as member organisations); or
  - (ii) one or more member organisations and the association.
- (b) When seeking to resolve an internal dispute, the parties must follow the process in these rules as well as the association's policy and procedure on internal dispute resolution which must be consistent with these rules.
- (c) The parties to an internal dispute must take reasonable steps, including any set out in the association's policy and procedure on internal dispute resolution, to resolve the dispute between themselves within 45 days of the dispute coming to the attention of both parties.
- (d) A member organisation may appoint any person to act on behalf of the organisation in the internal dispute resolution procedure.
- (e) If at the expiration of the 45 days, one or both parties are of the view that the dispute is unresolved (unresolved dispute), the party or parties must, within 14 days, notify the board in writing of the dispute and the board must ensure that the procedure set out in rule 9B or rule 9C (as appropriate) is followed.
- (f) Any board member(s) or arbitrator(s) who are appointed by the board to inquire into a dispute may conduct the relevant inquiry in such manner as the board member(s) and/or arbitrator(s) thinks fit.
- (g) If a member organisation has initiated a dispute resolution procedure in relation to a dispute between the member organisation and the association, the association must not take disciplinary action against the member organisation in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed.

**9B. DISPUTE RESOLUTION – DISPUTE BETWEEN MEMBER ORGANISATIONS**

- (a) Upon being notified of an unresolved dispute between two or more member organisations in accordance with rule 9A(e), the board must appoint one or more board members to inquire into and decide upon the dispute.
- (b) In appointing one or more board members in accordance with subrule (a), the board must ensure that the relevant board member is unbiased and has no interest in the subject-matter of the dispute, and if unable to identify any such board member must instead appoint an external arbitrator who is unbiased and has no interest in the subject-matter of the dispute.
- (c) The board member(s) or external arbitrator inquiring into the dispute must:
- (i) ensure that each party to the dispute is given an opportunity to be heard on the matter which is the subject of the dispute; and
  - (ii) notify each party in writing of her or his or their decision regarding the dispute and the reasons for that decision, which subject to rule (d) below shall be final; and
  - (iii) to the extent that it is possible to do so consistently with subrules (i) and (ii), ensure that the dispute resolution procedure is completed as soon as is reasonably practicable.
- (d) A member organisation which is dissatisfied with a decision made in accordance with subrule (c) may notify the board within 28 days of receiving the decision and reasons for the decision and in that event the board must ensure that:
- (i) the dispute is referred to an external arbitrator who is unbiased and has no interest in the subject-matter of the dispute (not being the same arbitrator if any who inquired into the dispute at first instance); and
  - (ii) the external arbitrator conducts a further inquiry into and delivers a decision on the dispute in the same manner as provided for in subrule (c) above.

(e) The cost of appointment of an external arbitrator for the purposes of subrule (d) shall, subject to any decision of the external arbitrator to the contrary, be borne by the member organisation which is dissatisfied with the original decision under subrule (c).

### **9C. DISPUTE RESOLUTION – DISPUTE BETWEEN MEMBER ORGANISATION(S) AND THE ASSOCIATION**

(a) Upon becoming aware, or being notified, of an unresolved dispute between one or more member organisations and the association in accordance with rule 9A(e), the board must appoint an external arbitrator to inquire into and decide upon the dispute.

(b) The board must ensure that the relevant external arbitrator is unbiased and has no interest in the subject-matter of the dispute.

(c) The external arbitrator who is appointed to inquire into and decide upon the dispute must:

(i) ensure that each party to the dispute is given an opportunity to be heard on the matter which is the subject of the dispute; and

(ii) notify each party in writing of her or his or their decision regarding the dispute and the reasons for that decision, which subject to rule (d) below shall be final; and

(iii) to the extent that it is possible to do so consistently with subrules (i) and (ii), ensure that the dispute resolution procedure is completed as soon as is reasonably practicable

(d) A party who is dissatisfied with a decision made in accordance with subrule (c) may notify the board within 28 days of receiving the decision and reasons for the decision and in that event the board must ensure that:

(i) the dispute is referred to an external arbitrator who is unbiased and has no interest in the subject-matter of the dispute (not being the same arbitrator if any who inquired into the dispute at first instance); and

(ii) the external arbitrator conducts a further inquiry into and delivers a decision on the dispute in the same manner as provided for in subrule (c) above.

(e) The cost of appointment of an external arbitrator for the purposes of subrule (d) shall, subject to any decision of the external arbitrator to the contrary, be borne by the party which is dissatisfied with the original decision under subrule (c).

### **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 rule 2(b), 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 subrule (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 subrule (c), confirms the resolution in accordance with this rule. (c) If the board passes a resolution under subrule (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

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(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 subrule (b), the board must —

(i) give to the member organisation mentioned in subrule (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 subrule (a).

(e) If the board confirms a resolution under subrule (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 rule 11.

(f) A resolution confirmed by the board under subrule (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 rule 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 rule 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 rule 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 subrule (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 subrule (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 rule 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 rule 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) office 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 rule 14 or appointed in accordance with subrule (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 an individual member of a current member organisation;
  - (ii) must be made in writing, in a form agreed by the board;
  - (iii) signed by two individual 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

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(iv) 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) Subject to Rule 14(h), 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.

(c) If insufficient further nominations are received, any vacant positions remaining on the board are taken to be vacancies.

(d) Subject to Rule 14(h), 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.

(h) Notwithstanding that the number of candidates for election may be less than or equal to the number of vacancies on the board, one or more current board members (“opposing board member(s)”) may propose that the nomination of a particular candidate (“opposed candidate”) not be accepted and in that event:

(i) the opposing board member(s) will address the annual general meeting as to why it is not in the best interests for the association to accept the nomination of the opposed candidate;

(ii) the opposed candidate may address the annual general meeting in response; and

(iii) notwithstanding paragraphs 14(b) and (d), the opposed candidate is only taken to be elected if a majority of those voting at the annual general meeting support the election of that candidate.

### 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.

### 16. TREASURER

The treasurer of the association must —

(a) oversee the collection and receipt of all amounts owing to the association and make all payments authorised by the association; and

(b) oversee the keeping of 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 rule 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
- (g) is disqualified from office under the Act, section 63(1), 63A, 63B or 64; 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 47, 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:
  - (i) at least 48 hours in advance; or
  - (ii) such shorter period in advance as the secretary thinks fit and which is unanimously endorsed by the members of the board (either in advance or at the time of the relevant meeting).
- (d) The board may conduct business at a board meeting only if—
  - (i) the business is mentioned in the board meeting notice; or
  - (ii) the majority of the board members at the meeting agree that—
    - (A) the business is urgent; and
    - (B) it is appropriate to conduct the business at the meeting
- (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 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.
- (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 sub-rules 19 (a) to (h) a policy for the conduct of out of session decisions.

## **20. DELEGATION BY BOARD**

(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), or to an individual board member, 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 rule 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 rule 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 rule, 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 rule 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 rule.

(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 participating in the meeting at the time of voting.

(b) Each board member 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.

(c) Subject to rule 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) 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) Subrules (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 and by method of communication 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 pursuant to Part 5 of the Act and/or pursuant to Division 60 of the Australian Charities and Not-for-Profits Commission Regulation 2013 (Cth) (whichever is applicable at the relevant time).
- (c) An annual general meeting must be specified as such in the notice calling it in accordance with rule 25 (Notice).
- (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 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
  - (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 subrule (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.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special

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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 subrule (a) specifying, in addition to the matter required under that subrule, 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 rule 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 constitute a quorum for the transaction of the business of a general meeting. (c) a general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence if –

(i) the board decides, by resolution, to hold the meeting using the method of communication; or

(ii) for a meeting called by requesting members under rule 24(d) the requesting members decide to hold the meeting using the method of communication

(d) A member who takes part in a general meeting conducted under subrules (c)(i) and (ii) is taken, for all purposes, to be present at the meeting.

(e) 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.

(f) 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 subrules (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. An entry to that effect in the minutes 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.

(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 subrules (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 rule 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 to the association has been paid, other than the amount of the annual subscription payable for the then current year.

## **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**

(1) 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.

(2) 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;

(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 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 or approves from time to time.

(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, 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.

### **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 - DELETED**

### **37. CUSTODY OF BOOKS**

Subject to the Act, the regulation and these rules, the secretary must ensure the safe custody of all records, books, and other documents relating to the association.

### **38. COPIES OF DOCUMENTS FOR MEMBER ORGANISATIONS**

(a) On the request of a member organisation, made on behalf of that organisation by an individual authorised in writing by the member organisation to make the request, the association must give the member organisation:

- (i) a copy of a current statement of the objects of the association;
- (ii) a copy of the rules of the association currently in force;
- (iii) a copy of the deeds of any trust relevant to the association; or
- (iv) a summary of the minutes of a meeting of the committee.

(b) The board in its absolute discretion may provide a copy of any other document of the association to a member organisation or to any other person.

(c) The association may charge a fee not exceeding the fee determined under section 125 of the Act for each copy of a document given to a member under subrule (a) or (b).

### **38A. BOARD MAY REFUSE ACCESS TO DOCUMENTS**

(a) The board may refuse to give a member organisation access to the documents referred to in rule 38(a) and/or any other documents of the association if satisfied that allowing access to the document(s) would be prejudicial to the interests of the association.

(b) For the purposes of subrules 38(b) and 38A(a) the board may establish such criteria and/or policies and may have regard to such considerations as it thinks fit.

### **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 a copy of the notice is sent by electronic communication to the provided email address.

#### 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 subrule (1) (a) must fulfil the requirements specified in the Act, section 92(2).

### PART 1.6 THE GIFT FUND

#### 41. REQUIREMENTS OF THE GIFT FUND

(a) The association agrees to comply with any rules that the Australian Taxation Office may make to ensure that gifts made to the fund are only used for its principal purpose.

(b) 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.

(c) 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.

(d) In case of the dissolving or winding-up of the association or the fund, or the association's deductible gift recipient status is revoked (whichever occurs first) any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund with similar objectives. The Association may pass a special resolution nominating another association, or a fund, authority or institution, in which surplus property of the Association will vest if the Association is dissolved or wound up.

*Note 1* If the Association does not nominate another association, fund, authority or institution, the surplus property will vest in the registrar-general (see [Act](#), s 92 (1) (c)).

*Note 2* An association may be nominated only if it complies with the [Act](#), s 92 (2). A fund, authority or institution may be nominated only if it is in Australia and is mentioned in the [Income Tax Assessment Act 1997](#) (Cwlth), sdiv 30-B (see [Act](#), s 92 (1) (a) and (b)).

*Note 3* A special resolution requires at least 21 days notice and needs to be passed with at least  $\frac{3}{4}$  of the votes (see [Act](#), s 70)

(e) Statistical information requested by the Australian Taxation Office on donations to the gift fund will be provided within such time as the Australian Taxation Office requires. 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 GIFT 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 organisation 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.

## APPENDIX 1 – FORM OF APPOINTMENT OF PROXY

(see Rule 31).

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

(date)

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.