



**CONSERVATION  
COUNCIL** ACT REGION

## PROPOSED CHANGES TO THE CCACT CONSTITUTION FOR CONSIDERATION AT THE ANNUAL GENERAL MEETING, 2023

The current Constitution of the Conservation Council ACT Region (the Council) may be found at:

[https://conservationcouncil.org.au/wp-content/uploads/CONSTITUTION\\_DECEMBER-2021.pdf](https://conservationcouncil.org.au/wp-content/uploads/CONSTITUTION_DECEMBER-2021.pdf)

As specified in Sections 33 and 70 of the *Associations Incorporation Act 1991* (ACT), changes to the Council's Constitution require a "special resolution" which must be passed by at least 75% of the votes "of those members of the association who, being entitled to vote, vote in person or, if the rules of the association permit voting by proxy, vote by proxy at the meeting".

The Board is recommending the following proposals to change the Constitution and is now seeking the endorsement of these proposals by the 2023 Annual General Meeting.

Proposed wording for revised Rules is presented below, with changes given in red font, and deletions from the existing Constitution given as strike-outs.

### PROPOSAL A RULE 2(b)(i) – ENVIRONMENTAL PURPOSE

*Proposed change*

#### 2. Membership qualifications

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 ~~as stipulated in the objectives of the association~~

*Comments*

There has been at least one instance where an individual has incorrectly asserted that some organisations are not valid members of the Conservation Council because of this Rule. The proposed change confirms the current process for the admission of a new member by making it explicit that the Board is the arbiter of eligibility under this Rule.

*Resolution required*

"That the proposed change to the Constitution set out in Proposal A (Rule 2(b)(i)) be endorsed".

## PROPOSAL B

### RULE 2(b)(ii-iv) AND RELATED RULES – 10 MEMBER REQUIREMENT

#### *Proposed change*

#### **2. Membership qualifications**

- ii. the organisation is a not-for-profit organisation based, or with a presence ~~(of at least 10 members)~~, 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.~~

#### **6. Cessation of membership**

- 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.~~

#### *Comments*

The Board has received expressions of interest in membership from some small groups with a clear environmental purpose that have less than ten individual members. It sees the 10-member requirement as unnecessarily restrictive, and recommends that the Board have the power to approve the membership of smaller groups on a case-by-case basis.

#### *Resolution required*

"That the proposed changes to the Constitution set out in Proposal B (Rule 2(b)(ii-iv) and Related Rules) be endorsed".

## PROPOSAL C

### RULES 13 AND RELATED RULES – CHANGE IN BOARD SIZE AND IN THE WAY THAT OFFICE BEARERS ARE APPOINTED

#### *Proposed changes*

#### **13. Constitution and membership**

- a. The board consists of ~~between seven and ten members, comprising:~~
  - i. ~~five~~ office bearers; and
  - ii. ~~up to 9~~ ~~between two and five~~ ordinary board members
- b. The office-bearers are:
  - i. the president; and
  - ii. two vice-presidents;
  - iii. the treasurer; and
  - iv. the secretary.

~~b.c. Each of the office bearers—excluding the treasurer—and up to 6 ordinary~~ Six of the board members must be elected under ~~rule~~ Rule 14 or appointed in accordance with ~~subrule (g)~~ Rule 13(h).

d. The president, two vice-presidents and the secretary shall be elected by and from the board members at the first board meeting after the annual general meeting.

~~e.e.~~ The treasurer shall be appointed at the first board meeting after the annual general meeting.

~~e.f.~~ In order to provide skills and expertise otherwise not possessed by existing board members, or otherwise at the discretion of existing board members, up to three additional 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.g.~~ 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.h.~~ 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 ...

#### 23. Annual general meetings – calling of and business at

b. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is ...and

iii. to elect members of the board, ~~including office bearers~~; and

##### *Comments: size of the Board*

These changes to the Constitution reflect the Council's aim to adopt to best practice principles in respect to the size of the board and the manner in which officer bearers are elected.

Currently, Rule 13 of the Constitution provides that the Board comprises up to 10 members elected by the Annual General Meeting (four office bearers and up to 6 ordinary Board members), plus a Treasurer appointed at the first Board meeting after the Annual General Meeting, plus (optionally) up to 3 ordinary Board members appointed by the Board. Thus, in total, the Board may comprise between 11 and 14 members.

The literature<sup>1</sup> about board size advises that “a board should be large enough to get the board's work done, but small enough to work as a single team to communicate,

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<sup>1</sup> For example, see <https://www.sumptionandwyland.com/what-is-the-right-size-for-your-nonprofits-board>

deliberate and function as a single body". For non-profit organisations, much of the literature commends a board size of about 10 members.

The proposal above is based on a maximum size of 10 members, comprising up to 4 members appointed by the Board (including the Treasurer) and 6 members elected by the Annual General Meeting.

*Comments: appointment of office-bearers*

The Institute of Community Directors recommends<sup>2</sup> that "the AGM elects a slate of board members, who then vote during the next board meeting on who fills which positions (chair, secretary, etc.)"

Once the full membership of the Board is appointed, roles can be allocated to best suit the skills and experience of Board members. The current Board believes that this change will lead to the most effective use of these skills.

*Resolution required*

"That the proposed change to the Constitution set out in Proposal C (Rule 13 and related Rules) be endorsed".

## **PROPOSAL D**

### **NEW RULE 14(h) – PROVISION FOR THE AGM TO REJECT A NOMINATION**

*Proposed change*

#### **14. Election of board members**

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 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**

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<sup>2</sup> See <https://communitydirectors.com.au/help-sheets/legal-requirements-for-annual-general-meetings>

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.

*Comments*

It is expected that this Rule would be used only in rare cases, where an individual has engaged in vexatious behaviour or harassment or where there is an obvious significant conflict of interest. The proposal seeks to ensure procedural fairness by leaving the decision to accept or reject a nomination in the hands of the Annual General Meeting, and provides the opportunity for the affected candidate to argue their case to that Meeting.

*Resolution required*

“That the proposed change to the Constitution set out in Proposal C (Rule 13 and related Rules) be endorsed”.