

### Conservation Council ACT Region Proposed Amendments to Constitution

The following amendments to the Conservation Council ACT Region (the Council)'s constitution in order to align the constitution with relevant sections of the Model Rules issued by the ACT Government in February 2024. These amendments arise after the Council assessed the alignment of each clause in the Model Rules with those in the Council's constitution.

The proposed changes arise only for the purpose of aligning the Council's constitution with the Model Rules with the exception of Change #3 where the change amends a reference to an incorrect section of the Incorporated Associations Act

Change #	Relevant Model Rule	Proposed Change to Constitution	Comments
1	<p><b>3 Application of certain Acts</b></p> <p>The following Acts apply to the Association's rules as if the rules were an instrument made under the Act:</p> <p style="padding-left: 40px;">(a) the <i>Electronic Transactions Act 2001</i>;</p>	<p>Rule 1 (b) <del>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.</del></p> <p><b>Application of certain Acts:</b> The following Acts apply to the Association's rules as if the rules were an instrument made under the Act:</p> <p style="padding-left: 40px;">(a) the <i>Electronic Transactions Act 2001</i>;</p> <p style="padding-left: 40px;">(b) the <i>Legislation Act 2001</i>.</p> <p><i>Note 1</i> Under the <i>Electronic Transactions Act 2001</i>, s 8, information required to be given in writing may be given electronically. For example, applications for membership may be given by email.</p> <p><i>Note 2</i> The <i>Legislation Act</i> contains definitions and other provisions relevant to the Association's rules.</p>	<p>This inclusion will mean that emails are deemed to be a form of writing.</p>

	<p>(b) the <i>Legislation Act 2001</i>.</p> <p><i>Note 1</i> Under the <i>Electronic Transactions Act 2001</i>, s 8, information required to be given in writing may be given electronically. For example, applications for membership may be given by email.</p> <p><i>Note 2</i> The <i>Legislation Act</i> contains definitions and other provisions relevant to the Association's rules.</p>		
2	<p><b>8 Membership—when membership ends</b></p> <p>(f) the incorporation of the Association is cancelled under</p> <ul style="list-style-type: none"> <li>(i) the <i>Act</i>, section 83 (Cancellation where continued incorporation inappropriate); or</li> <li>(ii) the <i>Act</i>, section 85 (Cancellation of incorporation following voluntary transfer); or</li> <li>(iii) the <i>Act</i>, section 93 (Cancellation of incorporation);</li> </ul>	<p><b>6. CESSATION OF MEMBERSHIP</b></p> <p>(a) A member organisation ceases to be a member organisation of the association if the organisation is wound up <b>or cancelled</b>; or</p>	<p>Addition of the words “or cancelled to Rule 6(a)</p>

3	<p><b>46 Committee—term of office</b>  (e) if the person is removed from office under section 47—the day the removal takes effect.</p>	<p><b>18. REMOVAL OF BOARD MEMBERS</b> The association in general meeting may by resolution, subject to the Act, section <del>50</del> 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.</p>	<p>Correction of relevant section of the Act</p>
4	<p><b>50 Committee meetings—notice and business</b>  (3) The committee may conduct business at a committee meeting only if—  a)the business is mentioned in the committee meeting notice; or  (b)the majority of the committee members at the meeting agree that—  (i) the business is urgent; and  (ii) it is appropriate to conduct the business at the meeting</p>	<p><b>19. BOARD MEETINGS AND QUORUM</b>  <del>(d) Notice of a meeting given under subrule (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 business that the board members present at the meeting unanimously agree to treat as urgent business.</del>  (d) The board may conduct business at a board meeting only if—  the business is mentioned in the committee meeting notice; or  (b)the majority of the committee members at the meeting agree that—  (i) the business is urgent; and  (ii) it is appropriate to conduct the business at the meeting</p>	<p>Provides flexibility for conduct of Board meetings as proposed by Model Rules</p>
5	<p><b>58 General meetings—virtual attendance</b>  1) A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part</p>	<p><b>23 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT</b>  (a) The annual general meeting of the association must, subject to the Act, be called on the date and at</p>	<p>Insertion of a new Rules 26 (b)(i), 26 (b)(ii) and 26(iii) and correction of existing rules (23(a) and 26(b)) on quorum to</p>

	<p>to hear or otherwise know what each other member taking part says without the members being in each other's presence if—</p> <p>(a) the committee decides, by resolution, to hold the meeting using the method of communication; or</p> <p>(b) for a meeting called by a requesting member under section 57 (2)—the requesting member decides to hold the meeting using the method of communication.</p> <p><b>Examples—methods of communication</b> video conferencing software, instant messaging, telephone conferencing</p> <p>(2) A member who takes part in a general meeting conducted under subsection (1) is taken, for all purposes, to be present at the meeting</p>	<p>the place and time <b>and by method of communication</b> that the board consider appropriate.</p> <p><b>26 GENERAL MEETINGS – PROCEDURE AND QUORUM</b></p> <p><b>(b)(i) 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 the board decides, by resolution, to hold the meeting using the method of communication;</b></p> <p><b>(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</b></p> <p><b>(iii) A member who takes part in a general meeting conducted under subrules (i) and (ii) is taken, for all purposes, to be present at the meeting.</b></p> <p>(iv) Ten nominated representatives <b>present in person</b> constitute a quorum for the transaction of the business of a general meeting</p>	<p>facilitate virtual attendance at meetings.</p>
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