

**Conservation Council ACT Region Proposed Amendments to Constitution - 2025**

The following amendments to the Conservation Council ACT Region’s Constitution are proposed:

- 1) Amendments to section 26, to reorder the subsections and correct drafting/formatting issue that arose after the 2024 amendments to the Constitution;
- 2) An amendment to section 32, to make consistent the numbering of subsections;
- 3) Amendments to sections 40 and 41, to rename our fund from “public fund” to “gift fund”, to remove reference to Registered Environmental Organisations, and to remove requirements imposed under the former scheme. The amendment removes the requirement to have a separate sub-committee to deal with the Bogong Fund, and amends the sections to reflect the correct Australian Government bodies to whom the Conservation Council has obligations;
- 4) Minor formatting changes (e.g. aligning subsections and removing unnecessary spacing) as set out in the draft proposed Constitution (with changes tracked).

The proposed changes arise to remedy and make consistent formatting, to remedy formatting in the redrafting of a subsection, and to remove in the Constitution the requirements necessary under the former Registered Environmental Organisations scheme.

Change #	Current Constitution	Proposed Change to Constitution	Comments
1	<p>26. GENERAL MEETINGS – PROCEDURE AND QUORUM</p> <p>(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.</p> <p>(b)</p> <p>(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</p>	<p>26. GENERAL MEETINGS – PROCEDURE AND QUORUM</p> <p>(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.</p> <p>(b) Ten nominated representatives constitute a quorum for the transaction of the business of a general meeting.</p> <p>(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</p>	<p>The content in current section 26 and new section 26 is largely the same. The proposed change intends to bring drafting in line with the model rule 58(1) and primarily involves a reformatting of 26(b). The proposed changes amends 26(b), (c), and creates a new (e) and (f) (formerly 26(c) and (d)).</p>

	<p>being in each other’s presence if the board decides, by resolution, to hold the meeting using the method of communication;</p> <p>(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</p> <p>(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.</p> <p>(iv) Ten nominated representatives constitute a quorum for the transaction of the business of a general meeting.</p> <p>(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.</p> <p>(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</p>	<p>taking part says without the members being in each other’s presence if –</p> <p>(i) the board decides, by resolution, to hold the meeting using the method of communication; or</p> <p>(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</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	
2	<p>32. SPECIAL RESOLUTIONS</p> <p>32 (1). WHEN REQUIRED</p>	<p>32. SPECIAL RESOLUTIONS</p> <p>(1) The following changes may only be made by the passing of a Special Resolution at a General Meeting:</p>	<p>This change removes unnecessary replication of the section number</p>

	<p>The following changes may only be made by the passing of a Special Resolution at a General Meeting:</p> <p>(a) a change in the Association’s name, constitution, purposes or objects;</p> <p>(b) an amalgamation with another Incorporated Association; or</p> <p>(c) to voluntarily wind up the Association and distribute its property.</p> <p>32 (2). METHOD OF PASSING</p> <p>A special resolution is resolved only if it is passed in the following manner:</p> <p>(a) a notice must be sent to all members organisations advising that a general meeting is to be held to consider a special resolution;</p> <p>(b) the notice must give details of the proposed special resolution and give at least 21 days; notice of the meeting;</p> <p>(c) a quorum must be present at the meeting; and</p> <p>(d) at least three-quarters of those present must vote in favour of the resolution.</p>	<p>(a) a change in the Association’s name, constitution, purposes or objects;</p> <p>(b) an amalgamation with another Incorporated Association; or</p> <p>(c) to voluntarily wind up the Association and distribute its property.</p> <p>(2) A special resolution is resolved only if it is passed in the following manner:</p> <p>(a) a notice must be sent to all members organisations advising that a general meeting is to be held to consider a special resolution;</p> <p>(b) the notice must give details of the proposed special resolution and give at least 21 days; notice of the meeting;</p> <p>(c) a quorum must be present at the meeting; and</p> <p>(d) at least three-quarters of those present must vote in favour of the resolution.</p>	<p>and the headings “When Required” and “Method of Passing” prior to the content in section 32(1) and (2). This is to make this section’s formatting consistent with the rest of the Constitution.</p>
3	<p>PART 1.6 THE PUBLIC FUND</p> <p>41. REQUIREMENTS OF THE PUBLIC FUND</p> <p>(a) The association must inform the Commonwealth Department responsible for the environment as soon as possible if:</p> <p>(i) it changes its name or the name of the public fund; or</p>	<p>PART 1.6 THE GIFT FUND</p> <p>41. REQUIREMENTS OF THE GIFT FUND</p>	<p>The changes in this section seek to remove the requirements of the Registered Environmental Organisations scheme, and update this section to include the current government bodies</p>

	<p>(ii) there is any change to the membership of the management committee of the public fund; or</p> <p>(iii) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	<p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(d) In case of the dissolving or winding-up of the association, 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</p>	<p>(namely, the Australian Taxation Office), that the Conservation Council must report to.</p> <p>41(d) is amended in line with the model rules.</p>
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	<p>(f) Statistical information requested by the Department on donations to the public fund will be provided within such time as the Department 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.</p>	<p>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 30B (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 <math>\frac{3}{4}</math> 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.</p>	
4	<p>42. RULES OF THE PUBLIC FUND  (a) The objective of the fund is to support the association's environmental purposes.</p>	<p>42. RULES OF THE GIFT FUND  (a) The objective of the fund is to support the association's environmental purposes.</p>	<p>This section is amended to remove the requirement to have a separate sub-committee</p>

	<p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(f) The fund will operate on a not-for-profit basis.</p> <p>(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.</p>	<p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(e) Receipts are to be issued in the name of the fund organisation and proper accounting records and procedures are to be kept and used for the fund.</p> <p>(f) The fund will operate on a not-for-profit basis.</p>	<p>for the former public (now gift) fund, as it is no longer a requirement to have this sub-committee.</p>