

Special Resolution to the Annual General Meeting

Building Board Continuity

Prepared by the Board of the Conservation Council ACT Region.

November 2026

Purpose

To make changes to board tenure to improve the organisation's ability to plan ahead with certainty and undertake multi-year activities with continuity, while reducing the administrative burden on staff.

Background

The current constitution of the Conservation Council ACT Region defines annual terms for Board members, with all positions put to election at each Annual General Meeting (AGM). This is understood to have been the approach since the Conservation Council was established. The Constitution of the Conservation Council requires a minimum of ten board members to be elected at each AGM - four office-bearers (president, two vice-presidents and secretary) plus six ordinary members. The treasurer is appointed by the board at its first meeting. See the current constitution here:

<https://conservationcouncil.org.au/wp-content/uploads/CCACT-Constitution-2025-AGM-amended-clean-1.docx.pdf>

Consideration

Annual terms for Board members have some benefits. The approach provides opportunities for new members to join, bringing different ideas, skills, experience and representation of different member groups. It also limits the commitment sought from anyone considering standing - a 12-month commitment may be easier for some to contemplate than a multi-year commitment.

Annual terms also have drawbacks. In particular they inevitably lead to a narrowing of focus on activities within the current year, as there is no certainty of individual board members remaining beyond that horizon. Instead, the organisation has to plan on the basis that a substantial proportion of board members may change at the next AGM. This has a number of impacts:

- It **reduces continuity**. In its current phase, the Conservation Council is better-resourced and as a result is becoming more mature in its organisational policies, practices and outlook. Many current priorities - from campaigns, to increased collaboration, to environmental justice, to policy review - will see outcomes generated over multiple years and need a consistent approach to see them through to fruition.
- It **erodes organisational knowledge**. The ability to make sound decisions hinges on

a blend of fresh thinking and contextual understanding, including the factors that have contributed to the current situation. That contextual understanding is typically built over time, based on direct experience.

- **Practical impacts on efficiency:** Inducting new members takes time and effort, usually from the Executive Director. In addition, new officer bearers require changes in financial approvers, which again creates admin load. And when members may serve only for one year, it makes it harder to justify investing in Board member learning and development that might improve the functioning of the organisation, for example in core board skills of governance, managing conflicts of interest, or environmental and social justice.

These drawbacks have led the majority of our sister organisations to have multi-year terms:

- In 2024 the Nature Conservation Council NSW (NCCNSW) introduced three-year terms and a maximum tenure of 12 years for board members. Elections are staggered so that elections for four board members (of a total of 12 positions, so a third of total board members) are conducted each year. See NCC NSW Constitution here: https://assets.nationbuilder.com/natureorg/pages/2724/attachments/original/1734481265/241210_Constitution_2024.pdf?1734481265
- Environment Victoria has had two-year terms for all board members since at least 2019. See Environment Victoria rules here: <https://environmentvictoria.org.au/wp-content/uploads/2020/01/RULES-OF-ENVIRONMENT-VICTORIA-Inc-2019-1.pdf>
- The Environment Centre NT (ECNT) elects board members for two-year terms, with half of the ten board members being elected each year. See ECNT Constitution here: https://assets.nationbuilder.com/ecnt/pages/20/attachments/original/1771907900/CONSTITUTION_OF_THE_ENVIRONMENT_CENTRE_%28NT%29_INCORPORATED_Nov_2025_current.pdf?1771907900
- The Conservation Council South Australia (CCSA) elects office-bearers (president, two vice-presidents, treasurer and secretary) for two-year terms and up to six ordinary board members for one-year terms. See CCSA Constitution here: https://assets.nationbuilder.com/conservationsa/pages/24159/attachments/original/1761603238/v2-CCSA_Constitution_17_Nov22.pdf?1761603238

Proposed change

Based on member group feedback at the 24 June Member Group Forum, the Board proposes the following changes to the organisation's Constitution.

Staggered, two-year terms for all members

All board members would be elected for a term of two years, with half the board (five members) elected each year. To minimise the risks identified in the paper above, half of the four elected officer-bearers would be elected each year (e.g. Year 1: president and one vice-president; Year 2 secretary and the other vice-president). In the initial, transitional year, to establish the staggered model, five members would be elected for 12-month terms and five for two-year terms; this is the same transitional approach taken by the NCCNSW.

This approach would substantially address the continuity, organisational knowledge and practical efficiency risks outlined above. It would also preserve the opportunity for new members to join the board each year.

A maximum tenure of ten years for board members

In conjunction with the introduction of two-year terms for board members, the Board also proposes to place a maximum tenure of ten years or five full terms served consecutively. Australian Institute of Company Directors guidance recommends a maximum of 9-12 years for board terms (reference). Any member serving for ten years would need to step down for at least one term of two years before being eligible to stand for election again. This would mitigate the risk of individuals remaining on the board indefinitely, which would otherwise limit the opportunities for new members and the introduction of new ideas, experience and expertise.

Date of effect

If passed, these changes would apply for the first time to elections at the 2027 Annual General Meeting. Board members elected at the 2026 AGM will serve 12-month terms as at present.

Proposed Changes to the Conservation Council Constitution

Proposed additions are in **red text**; proposed deletions in ~~strikethrough~~.

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 rules 14 **and 14A** 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 Rule 14A**, ~~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

(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.

14A. TERM OF OFFICE

(a) Elected board members hold office for two-year terms, starting at the conclusion of the Annual General Meeting at which they are elected and ending at the conclusion of the second Annual General Meeting after they are elected, unless determined otherwise by resolution of the board to facilitate the staggering of board member terms under rule 14 (b).

(b) The terms of board members will be staggered so that elections for five board member positions will be conducted each year. Co-opted board members appointed under rule 13 (c) and (d) hold office for two-year terms, starting on the date determined by the Board, unless the Board at the time of co-opting such person prescribes a shorter term.

(c) A person is ineligible for re-nomination to the board if, by being elected for another term, such person will have held office as a board member for more than eight years at any point during that term, without a break from office of at least one term of two years.

(d) Subject to rule 14(c), board members shall be eligible for re-election following the expiration of their period of office.

[Remaining rules are unchanged]