



## Constitution

(proposed amendments AGM 2021)

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**Commented [MH1]:** Explanation 1: updated Table of Contents to reflect proposed new clauses; retaining existing numbering.

## 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 groups organisations which support these 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.

**Commented [MH2]:** Explanation 2: these are changes of language/clarifications only. Clarification that CC is peak body for not-for-profit groups. The rest of the rules talk about "organisations" rather than "groups" – this change is therefore for consistency.

## 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.
- viii. **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.

- ix. **nominated representative** means a person nominated by a member organisation to exercise a vote or role to which that organisation is entitled under section rule 3(a)

**Commented [MH3]:** Explanation 3: The Constitution currently refers variably to “sections” and “rules”. For consistency all references to “sections” have been replaced with “rules” - except where sections of the *Associations Incorporation Act* are being referred to.

**Commented [MH4]:** Italicised.

**Commented [MH5]:** Explanation 4: The Constitution sometimes refer to “the board” and sometimes refer to “the board of the association”. This definition removes any ambiguity about what is being referred to and means that later references to “the board of the association” can be deleted.

**Commented [MH6]:** Explanation 7: The membership of the CC is made up of different types of organisations with varying degrees of formality in structure. The proposed new definitions of “organisation” and “member of an organisation” set a bottom line in terms of what the Conservation Council regards as necessary for a person to be a member of an organisation and will involve more than just “liking” a social media page. The “organisation” must, as a minimum, have an identified purpose and a list of members. A “member” of that organisation must as a minimum support and have an ongoing association with the organisation – merely “liking” a social media page is not enough (though paid-up membership is not necessary). These requirements are of course only applicable if the organisation concerned wishes to become a member of thevCC. These amendments also tie in with proposed clarification of the process for an organisation to become a member of the CC at clauses 2 and 4 below.

- x. **ordinary board member** means a member of the board who is not an office-bearer of the association as mentioned in sectionrule 13 (e).
- xi. **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-xii. **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.
- xiii. **the Act** means the *Associations Incorporation Act 1991*.
- xiv. **the regulation** means the *Associations Incorporation Regulation 1991*.
- b. 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.

Commented [MH7]: See explanation 7 above.

## Part 1.2 Membership

### 2. Membership qualifications

- a. Subject to ~~subsection~~rule (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:~~the organisation—~~
    - A. the organisation has been nominated for membership in accordance with ~~section~~rule 4(a);

- 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 organisationhas been approved for membership of the association by the board of the association.
- b. An organisation will only be eligible to be a member organisation if:
- i. the organisation's primary activitiesidentified purpose or purposes include any aspect of conservation or environmental protection as stipulated in the objectives of the association.
  - ii. the organisation is a not-for-profit organisation based, or with a presence (of at least 10 members), in the ACT Region;
  - iii. 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.
- c. If the total membership of any member organisation or federation of organisations currently admitted as a member organisation falls below a constituent membership of 10 for a period of 12 successive months, such organisation or federation of organisations shall be permitted to remain a member organisation for that period but no longer.
- c. 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 have separate membershipare 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.

**Commented [MH8]:** Explanation 8: currently, although it is implied, there is no provision requiring the board to be satisfied that an organisation applying for membership is actually eligible (e.g. is not-for-profit and has a purpose which ties in with the CC's purpose). The proposed addition of (c) clarifies that the board has a discretion about whether to admit a particular organisation to membership – there is no "entitlement" to membership of the CC.

**Commented [MH9]:** Explanation 9: The purpose of these amendments is to ensure that only an organisation which is not-for-profit, based or with a presence in the ACT Region, with an identified purposes which ties in with the CC, and which has at least 10 actual persons as members, will be eligible for membership of the CC. See further explanation 7 above.

**Commented [MH10]:** Explanation 10 (proposed deletion of current 2(c)): compliance with this clause currently is not monitored and it would be cumbersome to do so. It is proposed to repeal the clause and replace it instead with the amendment of subclause 3(d) enabling the secretary of the CC from time to time to ask a membership organisation to provide a declaration as to the number of its current members and the identity of its nominated representative. This fits in with the proposed amendment requiring member organisations to advise of their number of members (as well as the nominated representative) at the end of each financial year in clause 3 below. The same applies to the proposed deletion of clause 3(c) below and there is a consequential/related amendment to clause 6(e) below).

**Commented [MH11]:** Consequential amendment.

**Commented [MH12]:** Stylistic/consistency.

- 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 SectionRules 13 and 14, or to take part in a poll at general meetings as described in SectionRules 29 and 30.
- aa. 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.
- b. 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;
  - 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
  - iii.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.-

**Commented [MH13]:** Explanation 11: If for-profit organisations were able to become full members of the association this may pose a risk to the independence of the association. However, applications from for-profit organisations have been received that, but for the fact that the organisation is providing income support for its members, would otherwise be eligible for, and a probable asset to, membership of the Council. By introducing an associate membership, this allows such organisations to develop a closer affiliation with the association and its goals, without the risk of inappropriate influence.

**Commented [MH14]:** This proposed amendment is consequential to the proposed amendment to Rule 4 – see Explanation 13 below.

e. ~~If a member organisation gains or loses members in such numbers that it changes category as set out in subsection (b), then the member organisation may continue to be represented by its previous number of nominated representatives for a maximum of 12 months from the date on which it changes category. At the end of that time the member organisation will be entitled to only the number of nominated representatives appropriate to its current category.~~

Commented [MH15]: See explanation 10 above.

d.c. As at the end of each financial year, ~~and at any other time requested by the secretary of the association, the 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.

Commented [MH16]: See explanation 10 above.

e.d. 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.~~

Commented [MH17]: Explanation 12: This will allow a member organisation to revoke an authorisation of a nominated representative at an earlier date, if it wishes to do so.

f.e. A member organisation must not nominate a nominated representative of another member organisation to be its nominated representative.

g.f. 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).~~

Commented [MH18]: For avoidance of doubt.

#### 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.

a.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.

b.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 entrance fee and the first year's annual subscription.

d. The secretary must, on payment by the nominee of the amounts mentioned in subsection rule (bc) within the period mentioned in that subsectionrule, enter the following details nominee's name in the register of member organisations:  
(i) the date;  
(ii) the organisation's name; and  
(iii) the number of members of the organisation; and  
(iv) the authorised representative contact details.

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

**Commented [MH19]:** Explanation 13: Unlike the model rules, the Constitution is currently silent as to the process of nomination. The proposed provision will clarify what needs to be included in an organisation's application for membership. The same explanation applies to subclause 4(d) and (e) below.

**Commented [MH20]:** Explanation 14: it is proposed to abolish entrance fees as these are not charged in any event.

## 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 the organisation

- a. ~~the organisation is wound up; or~~
- b. ~~the organisation resigns from membership of the association; or~~
- c. ~~the organisation is expelled from the association; or~~
- d. ~~if, six months after the date of issue of a renewal notice by the association end of the most recent financial year, the member organisation has failed to pay the annual membership fee; or~~
- e. ~~pursuant to subsection 2(b)(ii), its constituent membershipthe number of individual members of the organisation falls below 10 membersfor 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).~~

**Commented [MH21]:** Stylistic amendments only.

**Commented [MH22]:** This proposed amendment is related to the proposed deletion of Rule 2(c) – see explanation 10 above.

## 7. Resignation of membership

- a. A member organisation is not entitled to resign from membership of the association except in accordance with this ~~section~~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 entrance fee to the association is \$1 or, if any other amount has been determined by resolution of the board, the other amount.~~

**Commented [MH23]:** See explanation 14 above.

b.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.

e.b. The annual membership fee is payable—

- i. except as provided by paragraph (ii)—~~on 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—~~on before 1 July in each succeeding calendar year.~~

**Commented [MH24]:** Explanation 15: it appears more logical to have fees payable before 1 July each year rather than on the specific date (and reflects the model rules).

## 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 ~~section~~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:
  - (1) 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
  - (2) 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
  - (3) to the extent that it is possible to do so consistently with subrules (1) and (2), 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:
  - (1) 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

(2) 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:

(1) 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

(2) 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

(3) to the extent that it is possible to do so consistently with subrules (1) and (2), 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:

(1) 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

(2) 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).

**Commented [MH25]:** Explanation 16: The insertion of dispute resolution provisions is required by amendments to the Associations Incorporation Act (see s 65C). Among other things the Act provides that the Constitution must include procedures for disputes between members and between members and the association, must ensure that the decision-maker in each case is independent, and must provide an appeal right. For this reason it is proposed that one or Board members without an interest may decide on disputes as between member organisations, but for disputes between member organisations and the CC the decision-maker must be external. The reason for provision for a second arbitrator in some instances is because of the requirement for an appeal mechanism.

## 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 sectionrule 2(b)(4).

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 subsectionrule (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 subsectionrule (c), confirms the resolution in accordance with this sectionrule.
- c. If the board passes a resolution under subsectionrule (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
  - 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 ~~subsection~~rule (b), the board must—
  - i. give to the member organisation mentioned in ~~subsection~~rule (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 ~~subsection~~rule (a).
- e. If the board confirms a resolution under ~~subsection~~rule (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 ~~section~~rule 11.
- f. A resolution confirmed by the board under ~~subsection~~rule (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 ~~section~~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 ~~section~~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 ~~section~~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 ~~subsection~~rule (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 ~~subsection~~rule (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 ~~section~~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 ~~section~~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. officer 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 ~~section~~rule 14 or appointed in accordance with ~~subsection~~rule (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;
  - ii.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
  - iii. 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.

**Commented [MH26]:** For consistency with rule 4(a)(i) above.

**Commented [MH27]:** See explanation 6 above.

- b. 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. 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.

#### **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. ~~collect and receive~~oversee the collection and receipt of all amounts owing to the association and make all payments authorised by the association; and
- b. ~~keep~~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.

**Commented [MH28]:** To reflect current practice.

## 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 ~~section~~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.

**Commented [MH29]:** Explanation 17: the additional words are required by amendments to the *Associations Incorporation Act*.

## 18. Removal of board members

The association in general meeting may by resolution, subject to the Act, section 50, 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:
  - 1. at least 48 hours in advance; or

2. ~~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)any shorter period that may be unanimously agreed on by the members of the board in a board meeting before the time appointed for the holding of the meeting.~~
- d. Notice of a meeting given under subsection~~rule~~ (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.
  1. ~~For a meeting held pursuant to subsection (c)(1) – business that the board members present at the meeting unanimously agree to treat as urgent business; and~~
  2. ~~For a meeting held pursuant to subsection (c)(2) – business that the board members participating in the meeting unanimously agree to treat as urgent business.~~
- 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-section~~rules~~ 19 (a) to (h) a policy for the conduct of out of session decisions.

**Commented [MH30]:** Explanation 18: The existing wording is impractical.

**Commented [MH31]:** Explanation 19: the proposed amendment is merely a consolidation, not a change in substance.

## 20. **Delegation by board to subcommittee**

- 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 ~~section~~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 ~~section~~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 ~~section~~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 ~~section~~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 ~~section~~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.

**Commented [MH32]:** Explanation 20: the purpose of the amendment is to create greater flexibility for the board to delegate the exercise of particular functions.

- c. Subject to ~~section~~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. ~~With the exception of the first annual general meeting of the association, the~~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. ~~The association must hold its first annual general meeting—~~
  - i. ~~within 18 months after its incorporation under the Act; and~~
  - ii. ~~within 5 months after the end of the first financial year of the association.~~
- c. ~~Subsection~~rules (a) and (b) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

**Commented [MH33]:** Provisions relating to the first AGM are no longer required.

### 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 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 under the Act, section 73 (1), 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 section rule 25 (Notice).
- d. An annual general meeting must be conducted in accordance with the provisions of this part.

**Commented [MH34]:** Explanation 21: this amendment is required to bring the Constitution up to date with federal legislation.

## **24. General meetings—calling of**

- a. The board may, whenever it considers appropriate, call a general meeting of the association.
- b. The board 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 subsection rule (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 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 ~~subsection~~rule (a) specifying, in addition to the matter required under that ~~subsection~~rule, 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 ~~section~~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 present in person constitute a quorum for the transaction of the business of a general meeting.
- 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.
- 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.



**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 subsections (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 subsections (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 Section 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**

#### **32(1) When Required**

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.

#### **32(2) Method of Passing**

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 ~~entrance fees and~~ 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.

**Commented [MH35]:** See explanation 14 above.

**Commented [MH36]:** Explanation 22: the purpose of this amendment is to ensure that the CC has flexibility to engage in fund-raising activities such as the World Environment Day dinner and the Spring Mingle.

### 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~~

- a. ~~The common seal of the association must be kept in the custody of the secretary.~~

**Commented [MH37]:** Explanation 23: there is no longer any requirement for an association to have a common seal and the association no longer uses a common seal.

- b. ~~The common seal must not be attached to any instrument except by the authority of the board and the attaching of the common seal must be attested by the signatures either of 2 members of the board or of 1 member of the board and of the secretary.~~

### **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. ~~Inspection of books~~Copies of documents for member organisations**

~~The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member organisation's office holders or nominated representatives at any reasonable hour.~~

- 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:~~
- ~~(1) a copy of a current statement of the objects of the association;~~
  - ~~(2) a copy of the rules of the association currently in force;~~
  - ~~(3) a copy of the deeds of any trust relevant to the association; or~~
  - ~~(4) 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.~~
- b.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.

**Commented [MH38]:** Explanation 24: These proposed changes bring the Constitution into line with ss 35 and 35A of the Associations Incorporation Act.

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

## **Part 1.6 The Public Fund**

### **41. Requirements of the Public Fund**

- a. The association must inform the Commonwealth Department responsible for the environment as soon as possible if:
  - i. it changes its name or the name of the public fund; or

- ii. there is any change to the membership of the management committee of the public fund; or
  - iii. there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.
- 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.
- 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.
- 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.
- 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.
- f. Statistical information requested by the Department on donations to the public fund will be provided within ~~four months of the end of the financial year~~ 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.

#### **42. Rules of the Public 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 fund 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.
- 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.

## **Appendix 1 - Form of appointment of proxy**

(see s 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

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.





TRANSITIONAL PROVISION

Amendments made to the membership provisions on [date] do not affect the validity of the appointment of members prior to the date the amendments took effect.

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