



The Wilderness Society Inc – Special General Meeting **Draft Minutes**

Saturday, 11th December 2010, 1:30pm AEDT

Vibe Savoy Hotel, 630 Little Collins Street, Melbourne

Facilitator: Amelia Young
Present: Karen Alexander, Geoffrey Barry, Nicola Bowskill, Judy Bush, Tomas Christen, Peter Cooper, Catherine Coote, Vanessa Culliford, Deborah Dunn, Anthony Esposito, Julian Harrison, Phillipa Hawkes, Richard Hughes, Stephen Lodge, David Mackenzie, David Quinn, Coral Robinson, Geraldine Ryan, Joel Trigg, David Wanless, Liliana Williamson, Felicity Wishart, Amelia Young, Christine Zangari
Minutes: Christine Zangari & Jo Stephen
Timekeeper: Peter Cooper

1. Introduction including housekeeping, appointment of facilitator, meeting rules

David Mackenzie welcomed members to The Wilderness Society Inc Special General Meeting and declared the meeting open.

Quorum declared by returning officer, David Anthony.

Proposal: That Amelia Young be appointed as Facilitator for this meeting.
Proposed: David Mackenzie, Seconded: Coral Robinson.
Agreed by consensus.

Amelia addressed the meeting and acknowledged that the meeting was taking place on Wurundjeri land.

Proposal: That Christine Zangari and Jo Stephen be appointed minute takers for the meeting.
Proposed: Amelia Young, Seconded: Felicity Wishart
Agreed by consensus.

Proposal: That Peter Cooper be appointed time keeper.
Proposed: Felicity Wishart, Seconded: Anthony Esposito
Agreed by consensus

The agenda was summarised as advertised and displayed.

2. Explanation and Overview of Constitutional Changes

Nature of and rationale for changes and context of wider governance review

Members of The Wilderness Society Inc (TWS Inc) Governance Sub-Committee were introduced: Stephen Lodge and Anthony Esposito, along with David Wanless (Governance Officer).

Stephen Lodge provided background context for the proposed constitutional changes as a member of the TWS Inc Committee of Management. Stephen acknowledged the other members of the TWS Inc Governance Sub-Committee (GSC), Catriona Lowe and Greg Ogle.

Stephen noted that the changes seek to:

- Promote greater transparency to meeting processes through
 - improving notice provisions for meetings to members (mail and email notification)
 - notification in all TWS offices
 - clarity in relation to timing and process
- Improve clarity of many parts of the constitution
 - for example, differences between different types of meetings and clarifying that elections are not based on consensus decision making
- Promote a commitment to the federation of TWS organisations, TWS Australia (TWSA)
 - notices of AGMs and SGMs are sent to all TWS Australia member organisations
 - one amendment reflects the outcome of TWS Australia P&P meeting (regarding process for member groups to leave TWSA)
- General updating of the constitution, including rules that reflect electronic communications

Stephen then provided an overview of the process by which the proposed changes have been developed. Noted there has been consultation with the Register of Environment Organisations (REO), Australian Taxation Office (ATO), and approval by the TWS Inc Committee of Management.

There were no questions regarding the overall process.

3. Proposed Constitutional Changes

Stephen Lodge introduced this item and outlined the two exceptions to the proposed changes as notified on the TWS website:

- The ATO did not provide approval to change rule 18.3 (relating to constitutional amendments requiring approval of the Commissioner of Taxation). It is now proposed that this clause remain unchanged; and

- Advice has been received from the REO that clause 19.2 should be retained in a modified form, providing a cross-reference from the purpose/object of the Wilderness Fund to the overall objectives of the Association.

There were no questions regarding the two exceptions to the already notified proposed changes. Consequently, the following motion was moved:

Proposal: Noting the recommendations of the TWS Inc Committee of Management, that the Wilderness Society Inc's Constitution be amended as proposed in the material provided and amended as follows:

- Rule 18.3 to be kept in its existing form; and
- Rule 19.2 to be replaced by:
"19.2 The object of the fund is to further the environmental objectives of the Association."

Proposed: Stephen Lodge, Seconded: Joel Trigg

Discussion:

Q1. Was there any external examination of amendments before bringing to this meeting?

A1. David Wanless replied that David Quinn, a lawyer from Carne Reidy Herd, has reviewed the changes and provided independent legal advice. The REO and ATO have reviewed the changes with regard to what is relevant to their respective areas.

Q2. Can members request a copy of the legal advice?

A2. Anthony Esposito agreed that this is possible upon request.

Q3. David Mackenzie asked for an outline of governance review plans for 2011, noting that the proposed changes today are the first tranche.

A3. David Wanless replied that it will address a range of issues, including structure and how TWS governs itself. Issues for future review will be flagged in 2011 when we will look at a broader range of issues – involving broader consultation with members who will have an opportunity to provide input to the process.

Q4. Congratulated all on the task completed to date given the time available. Stated that no matter what the rules, reflections and experience, TWS is a worker democracy different from the ACF and members place trust in this responsibility. Queried how engaged are the workers (including volunteers) in governance and what processes will be brought to bear to ensure workers engage in governance, a worker-driven governance arrangement and, if people don't turn up to nominate or engage, how will gaps be filled?

A4. Anthony Esposito responded that TWS is an active member-driven organisation with participatory democracy. Committees are active in

engaging staff at a local level, however it depends upon the nature of the issue. The purpose of TWSA is to engage with other member organisations through Policy and Planning meetings – all states are active through the committees which each organisation has. There is a robust system in place and these changes are designed to strengthen and enhance participation and commitment. We are determined to keep a responsible watch on governance of TWS and be accountable to members.

Stephen Lodge added that governance reflects a desire for participatory involvement and regeneration of the organisation, to ensure it is not a 'closed shop'.

Comment that although the proposed changes are good changes, because of where things went wrong, these changes will not solve what went wrong. Rather, vigilance by Committees is the key. Noted the remarkably small number of people at the meeting today and reiterated that vigilance must be assured through engagement.

Comment that the proposed changes are a reaction against the previous regime which was not all bad. Expressed concern that the new committee is pushing to have a flat management structure but this has to be balanced against the need for leadership. Although leadership can lead to authoritarianism it can alternatively be very successful as in Greenpeace. We need space to allow leaders to emerge.

Response from David Mackenzie that it is important that we do not make any changes which would limit the ability for good people to come forward to make decisions. Desire for meritocracy and member input.

Members were thanked for their thoughtful questions and comments.

Proposal: That the amendments to the constitution of TWS Inc that were circulated to members be changed as follows:

Rule 18.3 to be kept in its existing form

Rule 19.2 to be replaced by

"19.2 The object of the fund is to further the environmental objectives of the Association."

Proposed: Felicity Wishart, Seconded: David Wanless

Agreed by consensus

Proposal: That the changes to the Constitution of The Wilderness Society Inc, that were put to the meeting be accepted.

Proposed: Stephen Lodge, Seconded: Peter Cooper

Agreed by consensus

Meeting formally closed at 2:37pm