

# THE WILDERNESS SOCIETY INC.

## CONSTITUTION

As amended 11 December 2010

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# THE WILDERNESS SOCIETY INC.

## CONSTITUTION

### 1. Name

The name of the association shall be “The Wilderness Society Inc.”.

### 1A. Interpretation

In these rules, unless the context otherwise requires –

“**Act**” means the *Associations Incorporation Act 1964* (Tas) or its successor Act;

“**Association**” means The Wilderness Society Inc;

“**Committee**” means the committee of management referred to in Rule 8;

“**special general meeting**” means any general meeting other than an Annual General Meeting;

“**special resolution**” has the same meaning as in the Act;

“**TWS**” means the words “The Wilderness Society”;

“**writing**” means any representation of words on paper or in an electronic document, including an email message or SMS.

### 2. Model Rules

The model rules under the Act do not apply to the Association.

### 3. Location and Office

(a) The Association shall be located in Hobart in Tasmania and such other places as shall be approved by general meeting of members.

(b) The office of the Association shall be at 130 Davey Street Hobart in Tasmania, or at such other place as a meeting of the Committee may, from time to time, determine.

### 4. Basic Objectives

The objective of the Association is protecting, promoting and restoring wilderness and natural processes across Australia for the survival and ongoing evolution of life on Earth.

## 5. Objectives and Purposes

In addition to the basic objectives of the Association, the objectives and purposes of the Association shall be:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objectives or purposes of the Association;
- (b) the buying, selling and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objectives or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objectives or purposes of the Association;
- (e) the operation of a public fund, called the Wilderness Fund, that will accept donations of money or property for the environmental objectives of the Association. The fund will comply with all of the requirements of subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth);
- (f) the taking of such steps from time to time as the Committee or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (g) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Committee or the members in general meeting consider desirable for the promotion of the objectives and purpose of the Association;
- (h) the borrowing and raising of money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting of members;
- (i) subject to the provisions of the *Trustee Act 1898* (Tas), the investment of any moneys of the Association not immediately required for any of its objectives or purposes in such manner as the Committee may from time to time determine;
- (j) the establishment and support, or aiding in the establishing or support, of any other association formed for any of the basic objectives of the Association;
- (k) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with

which the Association may at any time become amalgamated in accordance with the provisions of the Act and Rules of the Association; and

- (l) the doing of all such lawful things as are incidental or conducive to the attainment of the basic objectives of the Association or of any of the objectives and purposes specified in the foregoing provisions in this Rule.

## 6. Members

6.1 A member of the Association shall be:

- (a) any person who subscribes to the Association by affixing her or his signature to an Association membership form, or who requests membership by telephone or other means of communication, and who has paid or authorised the payment to the Association of an annual subscription fee for the current year and the Association has accepted the person as a member in writing;
- (b) any person who has affixed her or his signature to an Association membership form, or who requests membership by telephone or other means of communication, and for whom, by approval of a meeting of the Committee, the payment of the annual subscription fee has been waived;
- (c) any person given a gift membership; and
- (d) any person given honorary membership.

6.2 A gift membership may be given by one person (“**the giver**”) requesting membership for another person (“**the recipient**”) by:

- (i) affixing the giver’s signature to an Association membership form, or requesting the membership by telephone or other means of communication; and
- (ii) paying the Association an annual fee for the current year;

and the Association accepting the recipient as a member in writing.

6.3 An honorary membership shall only be given by approval of a meeting of the Committee.

6.4 The Committee may fix such membership fees as it thinks desirable.

6.5 A member ceases to be a member if he or she:

- (a) resigns by giving written notice to the Association, or requesting cancellation of membership by telephone or other means of communication; or
- (b) fails to pay the fee for renewing his or her membership before it expires; or
- (c) is expelled from the Association pursuant to Rule 17.

## **7. Winding Up**

7.1 In the event of the Association being wound up:

- (a) every member of the Association; and
- (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association,

is liable to contribute to the assets of the Association for payment of the debts and liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$1.00 (one dollar) as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after she or he ceased to be a member.

7.2 No member is liable to contribute to the assets of the Association for the payment of debts or liabilities of the Association (apart from that provided in Rule 7.1) or may share either directly or indirectly in the profits or proceeds of the sale of the assets of the Association in the event of its termination or winding up.

7.3 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

## **8. The Committee and Sub-committees**

8.1 The affairs of the Association shall be managed by a committee of management (“**Committee**”).

8.2 The Committee consists of:

- (a) the Convenor;
- (b) the Secretary;

- (c) the Treasurer; and
  - (d) 5 ordinary members.
- 8.3 An employee of the Association cannot be Treasurer.
- 8.4 Members of the Committee shall be elected under Rule **25** or appointed to a casual vacancy under Rules **8.6, 8.6A or 8.6B**.
- 8.5 The office of any Committee member becomes casually vacant if the Committee member:
- (a) resigns office in writing addressed to the committee; or
  - (b) dies; or
  - (c) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
  - (d) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995* (Tas) or its equivalent in any other legal jurisdiction in Australia; or
  - (e) ceases to be ordinarily resident in Australia; or
  - (f) is absent from three consecutive meetings of the committee without the permission of the other members of the committee; or
  - (g) ceases to be a member of the Association; or
  - (h) is appointed to fill a vacancy on the Committee, otherwise than an appointment under Rule 8.6.
- 8.6 If the position of Convenor, Secretary or Treasurer is or becomes vacant the Committee must, within 28 days, designate one of its members to act in that role until the vacancy is filled.
- 8.6A If a Committee member's office is or becomes vacant after 1 September and before the Annual General Meeting, the Committee may appoint a member of the Association to fill the vacancy without providing notice of the vacancy but must give notice of the name and office of the new Committee member. The notice must be placed on a notice board in each office of the Association and on the Association's web site.
- 8.6B If a Committee member's office is or becomes vacant at a time otherwise than that provided for in Rule 8.6A:

- (a) the Committee must notify the Association of the vacancy within 14 days of it occurring by:
  - (i) displaying a notice identifying the vacancy on notice boards at all offices of the Association; and
  - (ii) displaying the notice on the Association's web site;

and

- (b) the Committee may appoint a member of the Association to fill the vacancy in accordance with the following procedure:
  - (i) a notice must be placed on a notice board in each office of the Association and on the Association's web site for at least 7 days identifying the vacancy;
  - (ii) the notice must invite members to nominate for the vacancy and include details of how nominations may be made and when they must be made by;
  - (iii) nominations must not close until at least 7 days after the notice in (i) was placed on the Association's web site;
  - (iv) within 14 days of an appointment being made, notice as in the manner required by (i) shall be given of the names of the successful applicant and all other nominations received.

8.7 A Committee member holds office until the conclusion of the next annual general meeting (whether the Committee member was elected or appointed).

8.8 The Committee:

- (a) shall control and manage the business affairs of the Association;
- (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association;
- (c) subject to the Act and these Rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business affairs of the Association;
- (d) shall have the right to appoint or dismiss members of staff;

- (e) shall have the right to suspend any employee of the Association from employment for such period as is determined or until the next general meeting of the Association whichever is sooner.
- 8.9 The Committee must meet at least once every two months on a day determined by the Committee.
- 8.10 The Committee and any sub-committee may let its members take part in any or all of its meetings by telephone or any other means of communication.
- 8.11 A Committee or sub-committee member taking part in a meeting as allowed under Rule **8.10** is taken to be present at the meeting.
- 8.12 The Convenor may (or must upon receiving a request from three members of the Committee) convene a special meeting of the Committee upon giving 24 hours' written notice. Notice shall be given by the giving of notice to each member of the Committee, and by the placing of a notice of meeting upon the notice board at the main office.
- 8.13 Any four members of the Committee shall constitute a quorum for the transaction of the business of the Committee.
- 8.14 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- 8.15 If the number of Committee members falls to less than the quorum through casual vacancies, the continuing members must within 14 days either:
- (a) commence to fill the casual vacancy using the process required by Rule 8.6B; or
  - (b) call a general meeting of the Association.
- The committee may take all steps required by these Rules to act as required by this Rule notwithstanding the requirements of Rule 8.13.
- 8.16 The Committee may at any time appoint a sub-committee from the Committee as it may think fit and shall prescribe the powers and functions thereof.
- 8.17 The Committee may appoint as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, and a person so appointed shall be entitled to be part of the decision making at meetings of that sub-committee. The Committee or a sub-committee must appoint a member of the sub-committee as its Secretary.

- 8.18 Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee unless the quorum is prescribed otherwise by the decision to create or vary a sub-committee.
- 8.19 Decisions may be made by the Committee or any sub-committee outside of meetings via email. A decision may only be made where a proposal has been circulated to all Committee or sub-committee members by the Convenor or by the Secretary of the Committee or sub-committee. A decision is deemed to have been made where, after a reasonable amount of time as specified in the original email, a quorum of members has responded to the proposal and a consensus exists. Any member of the Committee or sub-committee may adjourn the decision proposed to be made via email to the next meeting of the Committee or sub-committee. Where a member has asked that the decision be adjourned, the Committee or sub-committee must not make a decision on the proposal until that meeting.
- 8.19A The Secretary of the Committee and any sub-committee must ensure that minutes are kept of each Committee meeting and that such minutes, when accepted by subsequent meeting, are recorded in a minute book or other filing system as determined by the Committee. Records of decisions made under Rule **8.19** must be filed in the same way.
- 8.20 The decisions of the Committee shall be subject to review by a general meeting of the Association.

## **9. General Meetings**

- 9.1 A general meeting of the Association shall be held:
- (a) at any time determined by the Committee; or
  - (b) within 42 days of a request made in writing by fifty (50) members of the Association being delivered to the Convenor, or on another day as is agreed between a majority of the members making the request and the Committee; or
  - (c) when otherwise required by these Rules.
- 9.1A The Committee must determine the place and time of the meeting having regard to: maximising attendance by members at the meeting, both in person or by other means of communication under **Rule 9.7**; the cost of the meeting to the Association; the cost to members of attending the meeting; and any other considerations the Committee considers relevant.
- 9.1B Any request made by members under Rule **9.1(b)**:
- (a) must include the nature of the business proposed to be transacted;

- (b) must, if the nature of the business proposed to be transacted includes any proposal for the dismissal or election of any Committee members or a change to these Rules, include the proposed resolutions for the meeting, and these resolutions need to be compliant with the requirements for such proposals in these Rules and the Act;
- (c) may consist of several documents, each signed by one or more of the requisitioners.

9.1C A general meeting request made by members under Rule **9.1(b)** may be withdrawn by agreement between the Committee and the majority of the members requesting the meeting. Such agreement may include the deferral of the business of the meeting made in the request to the next general meeting of the Association.

9.2 The Public Officer must cause a Notice of Meeting to be provided for any general meeting of the Association as follows.

- (a) The notice shall specify:
  - (i) the place, day and time for the holding of the general meeting; and
  - (ii) whether members will be able to participate by telephone or other means of communication as defined in Rule **9.7**; and
  - (iii) the nature of the business to be transacted; and
  - (iv) any resolutions proposed by the members requesting a meeting under Rule **9.1(b)** and any resolutions proposed by the Committee; and
  - (v) if there is to be an election of Committee members, the nomination process including when and how details of nominated candidates will be available.
- (b) The notice shall be given by:
  - (i) sending it in writing to:
    - (A) in the case of a meeting requisitioned by members under Rule **9.1(b)**, a last known electronic address that is held by the Association for all members who have provided an electronic address; or
    - (B) in the case of any other general meeting, a last known address either electronic or postal, that is held by the Association, for all members;

- (ii) sending it in writing to all member organisations of The Wilderness Society Australia Incorporated, with a request for the notice to be displayed on a notice board at all places of business;
  - (iii) displaying it on notice boards at all offices of the Association;
  - (iv) displaying it on the Association's web site; and
  - (vi) requesting that The Wilderness Society Australia Incorporated provides a link to the notice on the home page of The Wilderness Society Australia Incorporated's web site.
- (c) The notice shall be given:
- (i) for a special general meeting requisitioned by members under Rule **9.1(b)**, at least 21 days prior to the meeting;
  - (ii) for any other special general meeting, at least 28 days prior to the meeting;
  - (iii) for an Annual General Meeting, at least 49 days prior to the meeting.

9.3 If, after the receipt of a request for a meeting under Rule **9.1(b)**:

- (a) the Public Officer does not give notice of a general meeting within 14 days; or
- (b) the Committee does not hold a general meeting within 42 days,

the members requesting the general meeting may hold and run a general meeting as nearly as practicable in accordance with the requirements for holding a general meeting in these Rules, and allowing the same period of notice. All reasonable expenses incurred by the requisitioning members in convening a general meeting consistent with the requirements of this Rule are to be refunded by the Association.

9.4 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to participate in the decision making and any elections is present during the time when the meeting is considering that item. A quorum for such meetings shall be twenty five (25) members.

9.4A No item of business shall be transacted at a general meeting unless it was specified in the Notice of Meeting given according to Rule **9.2**.

9.5 Any general meeting of the Association shall be open to all members of the Association each of whom shall have the right to participate in the decision making and any elections at such meeting.

- 9.6 General meetings shall be conducted and decisions shall be made according to the procedures specified in Rule **21**.
- 9.7 The Committee may permit members to take part in a general meeting by telephone or other means of communication provided each member is able to be sufficiently identified as a member of the Association.
- 9.8 A member taking part in a general meeting as permitted under Rule **9.7** is taken to be present at the meeting for all purposes, including determining whether a quorum is present. This rule does not apply for considering special resolutions.
- 9.9 If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Facilitator at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- 9.10 (Rule deleted)
- 9.11 The members in a general meeting may dismiss, via a decision made under Rule **21**, members of the Committee, and elect, under Rule **25**, members to fill those vacancies.
- 9.12 The members in a general meeting may at any time appoint a subcommittee as they may think fit and shall prescribe all the powers and functions thereof.
- 9.13 The members in a general meeting may appoint as members of a subcommittee such persons as they think fit, whether or not those persons are members of the Association, and a person so appointed shall be entitled to be part of the decision making at meetings of that subcommittee.
- 9.14 A meeting requisitioned by members under Rule **9.1(b)**, must be opened by a member appointed by the requisitioning members. Any other general meeting must be opened by a member appointed by the Committee, or if the Committee does not appoint someone to open the meeting, by a member chosen by the members present. The person opening the meeting must check for a quorum and then chair the meeting until a Facilitator is appointed under Rule **21**.
- 9.15 To ensure the accuracy of the minutes, the draft minutes of each general meeting must be signed or electronically confirmed by the Facilitator of the

meeting, and the minutes accepted at the next general meeting, verifying their accuracy.

- 9.16 The minutes of any general meeting, whether draft or final, must be made available within fourteen (14) days to any member who requests them.
- 9.17 Adjournment of general meetings:
- (a) The members present at a general meeting may adjourn the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (b) If a meeting is adjourned for more than 14 days, notice of the adjourned meeting is to be given in as near as practicable the same manner as the notice of the original meeting.
  - (c) If a meeting is adjourned for 14 days or less, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

## **10. Annual General Meetings**

- 10.1 The Association shall in each year hold an annual general meeting.
- 10.2 The annual general meeting shall be held on such day (being not later than six months after the close of the financial year of the Association) as the Committee may determine.
- 10.3 The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- 10.4 The annual general meeting shall be specified as such in the notice convening it.
- 10.5 (Rule deleted)
- 10.6 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting;
  - (b) if there was a general meeting after the last annual general meeting, to confirm the minutes of the most recent general meeting;
  - (c) to receive from the Committee, auditor and servants of the Association, reports upon the transactions of the Association during the last preceding financial year;

- (d) to elect the Committee; and
- (e) to appoint an auditor under Rule **12**.

## **11. Finance and Accounts**

- 11.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives and purposes of the Association and no proportion thereof shall be paid or transferred, directly or indirectly, by dividend bonus or otherwise, to any member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 11.2 True accounts shall be kept:
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them, that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- 11.3 The Treasurer of the Association must cause to be kept faithfully all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Committee may direct.
- 11.4 The accounts, books and records referred to in Rules **11.2** and **11.3** shall be kept at the Association's office or at such other place as the Committee may decide.
- 11.5 The Treasurer must ensure that:
- (a) all money paid to the Association is received on behalf of the Association; and
  - (b) a receipt is issued immediately for any money received on behalf of the Association.
- 11.6 The Committee shall cause to be opened with such bank, building society or credit union as the Committee selects one or more banking accounts in the name of the Association into which all moneys received shall be paid by the Treasurer or other officer of the Association, as soon as possible after receipt thereof.

- 11.7 No payments shall be made by the Association except for the payment of expenditure that has been:
- (a) authorised by the Committee; or
  - (b) authorised by an officer or employee of the Association who has been delegated the authority to authorise the expenditure.
- 11.8 Each cheque, draft, bill of exchange, promissory note or other negotiable instrument must be signed by at least two persons:
- (a) authorised to do so by the Committee; or
  - (b) authorised by an officer or employee of the Association who has been delegated the authority to authorise signatories.
- 11.9 Each electronic withdrawal transaction from the Association's bank accounts must be approved by two persons who have been:
- (a) authorised to do so by the Committee; or
  - (b) authorised by an officer or employee of the Association who has been delegated the authority to authorise signatories.

## **12. Appointment of Auditor**

- 12.1 At each annual general meeting, the members of the Association must appoint as the Association's auditor:
- (a) a registered company auditor (within the meaning of paragraph 24(1)(a) of the Act); or
  - (b) a person approved by the Commissioner for Corporate Affairs under paragraph 24(1)(b) of the Act.
- 12.2 The auditor shall hold office until the annual general meeting next after that at which the auditor is appointed, and is eligible for reappointment.
- 12.3 If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor of the Association for the then current financial year of the Association.
- 12.4 The auditor may be removed from office only by special resolution of a general meeting of members. Notice of intention to propose the special resolution must be given as if the resolution were a resolution to alter the Constitution, in accordance with Rule **18**.

12.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

### **13. Auditor's Report**

13.1 Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.

13.2 The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.

13.3 In the auditor's report, and in certifying to the accounts, the auditor shall state:

- (a) whether the auditor has obtained the information required by the auditor;
- (b) whether in the auditor's opinion, the accounts are properly drawn up, free of material mis-statement, so as to exhibit a true and fair view of the financial position of the Association according to the information at the auditor's disposal and the explanations given to the auditor as shown by the books of the Association; and
- (c) whether the rules relating to the administration of the funds of the Association have been observed.

13.4 The Treasurer of the Association shall cause to be delivered to the auditor a list of all accounts, books and financial records of the Association.

13.5 The auditor:

- (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
- (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of her or his duties as auditor;
- (c) may employ persons to assist in investigating the accounts of the Association; and
- (d) may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

**14. Disclosure of Interests**

- 14.1 A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose her or his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of the interest.
- 14.2 If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose the interest at the first meeting of the Committee after the member becomes so interested.
- 14.3 No member of the Committee shall take part in the decision making of the Committee in respect of any contract or arrangement in which the member is interested.

**15. Financial Year**

- 15.1 The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

**16. Seal**

- 16.1 The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- 16.2 The seal of the Association shall not be affixed to any instrument except by the authority of the Committee, and the affixing thereof shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the public officer of the Association or such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.
- 16.3 The seal shall remain in the custody of the public officer.

**17. Expulsion of Members and Disputes**

- 17.1 A dispute between a member of the Association in her or his capacity as a member, and the Association, shall be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986* (Tas). This Rule is not affected by or subject to Rule **17.2**.
- 17.2 A member of the Association may be expelled from the Association if in the opinion of the members in a general meeting she or he has been guilty of conduct detrimental to the interests of the Association.

- 17.3 No motion calling for the expulsion of a member to be determined by a general meeting can be debated unless notice in writing of the motion, together with details of the allegations made against the member, are supplied to the member at least twenty-one (21) days prior to the meeting.
- 17.4 At a special general meeting convened for the purpose of considering whether to expel a member of the Association:
- (a) no business other than the question of the expulsion shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for expulsion and/or the Committee's reasons for proposing expulsion;
  - (c) the expelled member shall be given an opportunity to be heard;
  - (d) the members present shall vote by secret ballot on a motion of expulsion of the member.
- 17.5 Any expulsion of a member of the Association may be reviewed by the Annual General Meeting of the Association following such general meeting deciding such expulsion motion.

## **18. Amendment of this Constitution**

- 18.1 The provisions of this Constitution may be altered by a special resolution of members present in person at a general meeting of the Association, in accordance with Rule **21**.
- 18.2 Notice of an intention to propose a special resolution to alter a provision of this Constitution must:
- (a) be given to the Public Officer 28 days before the general meeting where the resolution is intended to be proposed; and
  - (b) be included in or placed with the Notice of Meeting under Rule **9.2**.
- 18.3 No amendment to the Constitution will be made without prior approval of the Commissioner of Taxation.

## **19. Public Fund**

- 19.1 The public fund is to be called "the Wilderness Fund".
- 19.2 The object of the fund is to further the environmental objectives of the Association.
- 19.3 All gifts received by the fund must be kept separate from the operations of the Association.

- 19.4 Any interest on money in the fund and any money derived from property given to the fund is to be paid to the fund.
- 19.5 The bank account must be called "The Wilderness Society Inc. (Wilderness Fund)".
- 19.6 Receipts of the fund will be issued in the name of the Wilderness Fund.
- 19.7 The fund is to be administered by a sub-committee of the Committee, comprising the Treasurer, the Public Officer, and up to three other persons drawn from the Association or outside ("**Wilderness Fund Committee**"). At least three of the members of the Wilderness Fund Committee must be 'responsible persons' as defined by the Environment Department, within the meaning of subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth). The quorum for meetings of the Wilderness Fund Committee shall be three. Members of the Wilderness Fund Committee will retain office until resignation or being removed from office by the Committee.
- 19.8 The committee administering the fund must distribute monies from the fund only to achieve the objectives of the Association.
- 19.9 Any allocation of funds or property to other organisations or persons will be made in accordance with the objectives of the Association and will not be influenced by the expressed preference or interest of a particular donor to the Wilderness Fund.
- 19.10 Statistical information requested by the Environment Department, within the meaning of subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth), on donations to the Wilderness Fund ("**Annual Statistical Return**") will be provided to the Department. An audited financial statement for the Association and the Fund will be supplied with the Annual Statistical Return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.
- 19.11 The Association must comply with any other rules that may from time to time be announced by the Treasurer of the Commonwealth or the Minister with responsibility for the environment.
- 19.12 Should the Wilderness Fund be wound up, or endorsement of the Fund as a deductible gift recipient be revoked, any surplus assets must be transferred to another public fund on the Register of Environmental Organisations which is also exempt from income tax under Division 50 of the *Income Tax Assessment Act 1997* (Cth). If there is not another such fund on the Register the Wilderness Fund Committee is to transfer the assets of the Fund to another gift deductible fund, authority or institution under Division 30 of the *Income Tax Assessment Act 1997* (Cth).

- 19.13 The Environment Department, within the meaning of subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth), must be advised of any change to the name of the Association or the Wilderness Fund; any changes to the rules of the Wilderness Fund; any changes to the membership of the Wilderness Fund Committee; or if there has been any departure from the model rules for public funds.
- 19.14 Members of the general public are to be invited to make donations of money or property to the Wilderness Fund for the environmental purposes of the Association.
- 19.15 The Wilderness Fund will be operated on a non-profit basis. None of the money or property accumulated by the fund will be distributed to members of the Association apart from proper remuneration for administrative purposes.

## **20. Indemnity & Insurance**

- 20.1 Every past, present and future Committee member of the Association will be indemnified against a liability to another person incurred in that capacity, unless the liability arises out of conduct involving a lack of good faith.
- 20.2 Every past, present and future Committee member of the Association shall be indemnified out of the property of the Association against any liability incurred by her or him in her or his capacity as a Committee member in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to her or him.
- 20.3 The Association may pay the premiums on any policy of insurance in relation to any liability of a Committee member and other officer of the Association, to the fullest extent permitted by law.
- 20.4 In **Rule 20.3** “other officer of the Association” means each person exercising authority delegated by the Committee pursuant to this Constitution to the extent of any liability for acts or omissions by any of them in respect of the Association.

## **21. Meeting Procedure and Modified Consensus Decision Making**

- 21.1 At any general meeting or meeting of the Committee or any subcommittee, a Facilitator shall be appointed by agreement of the members present before any other business is transacted. The Facilitator may be appointed from amongst the members present at the meeting, or may be such other person as the members present unanimously deem fit. The Facilitator is responsible for conducting the meeting and fulfils the usual responsibilities of the Chair.

- 21.2 Decisions at all meetings shall be made by consensus or modified consensus of those present, defined as follows:
- (a) Wherever possible, decisions should be made by consensus (i.e., unanimous agreement of those not abstaining).
  - (b) Where agreement on a substantive motion cannot be reached unanimously, consideration must be given to deferring the decision and subjecting the issue to further debate or handing the matter to a suitably constituted committee or working group who can work in detail through the issues and recommend solutions.
  - (c) After consideration as required by (b), consensus may be suspended as follows:
    - (i) a procedural vote to suspend consensus is called for and is seconded;
    - (ii) a three quarters majority (75%) of those voting is required to suspend consensus;
    - (iii) if consensus is suspended, the original (substantive) motion is then put and seconded;
    - (iv) the motion is debated;
    - (v) the subsequent vote on the substantive motion will be set at a three quarters majority (75%) of those voting. If this vote is successful the motion is considered accepted by modified consensus.
- 21.3 No proxy votes will be allowed in any vote conducted under **Rule 21.2**.
- 21.4 The Association and the Committee may supplement the provisions of **Rule 21.2** by adopting policies not inconsistent with that Rule.

## **22. TWS Australia**

The Association must not resign as a member of The Wilderness Society Australia Incorporated without a resolution at a general meeting.

## **23. Returning Officer**

- 23.1 Any election of one or more Committee members at a general meeting under Rule **25** must be supervised by a Returning Officer. The Returning Officer must not be a member of the Committee or a candidate for the Committee and must not vote in the election.

- 23.2 The Returning Officer is to act independently of the Committee for the conduct of the election, to ensure that the election is conducted as fairly and efficiently as practicable, and that the Association acts within these rules and lawfully for the conduct of the election.
- 23.3 The Returning Officer shall declare the results of the election at the meeting and provide the Association with a written report of the election as soon as practicable after the election.
- 23.4 For an annual general meeting the Returning Officer is to be appointed by the Committee prior to the call for nominations for election, but may be dismissed by the members present at the meeting, leading to a casual vacancy. For any other general meeting where an election is to be held, or in the case of a casual vacancy in the position of Returning Officer at an Annual General Meeting, the Returning Officer is to be appointed by the members present at the meeting.

#### **24. Nominations for Election to the Committee**

- 24.1 A member may nominate or be nominated for more than one position but cannot be elected or appointed to more than one position.
- 24.2 A nomination for the office of an office bearer of the Association, or of a general Committee member, is no longer valid if the person nominated:
- (a) withdraws their nomination in writing; or
  - (b) dies; or
  - (c) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
  - (d) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995* (Tas) or its equivalent in any other legal jurisdiction in Australia; or
  - (e) ceases to be ordinarily resident in Australia; or
  - (f) ceases to be a member of the Association.
- 24.3 At a special general meeting requisitioned by members under Rule **9.1(b)**, nominations for the Committee may be proposed and accepted at the meeting.
- 24.4 In any other case, a nomination for election of a member of the Association as an office bearer of the Association or a general Committee member must be:

- (a) signed by two (2) members of the Association; and
- (b) accompanied by the written consent of the candidate (which may be endorsed on the nomination);
- (c) accompanied by a statement of up to 200 words as to why the person should be appointed to the position; and
- (d) given to the Returning Officer in writing at least seven (7) days prior to the notice period for nominations under Rule **24.5(c)**.

24.5 For any general meeting, other than a special general meeting requisitioned by members under Rule **9.1(b)**, the Returning Officer must provide notice of all nominations received as follows:

- (a) The notice must specify:
  - (i) the place, day and time for the holding of the meeting; and
  - (ii) all of the details provided by the nominees under Rule **24.4** other than the nominees' private contact details.
- (b) The notice must be given by:
  - (i) displaying it on the Association's web site; and
  - (ii) requesting that The Wilderness Society Australia Incorporated provides a link to the notice on the home page of The Wilderness Society Australia Incorporated's web site.
- (c) The notice of nominations must be given at least:
  - (i) for an Annual General Meeting, 21 days prior to the meeting; and
  - (ii) for a special general meeting other than one requisitioned by members under Rule **9.1(b)**, 14 days prior to the meeting.

24.6 For a special general meeting requisitioned by members under Rule **9.1(b)**, there is no prior notice of nominations.

## **25. Election of Members of the Committee**

25.1 Only members who have nominated or been nominated according to Rule **24** are eligible for election.

25.2 An election for the Committee is not a decision for the purposes of Rule **21.2**.

25.3 The positions shall be filled in the following order:

- (a) Convener;
- (b) Secretary;
- (c) Treasurer;
- (d) ordinary members of the Committee.

25.4 Subject to these rules and any decision of the general meeting at which the election occurs, the Committee determines the method of election.

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