

## Cover-note, The Wilderness Society Ltd Constitution

### Why does The Wilderness Society Ltd have a Constitution?

As a registered charity, The Wilderness Society Ltd must have a governing document that sets out its charitable purpose, that it operates as a not-for-profit, and how its governing body (such as its committee or board) makes decisions and consults any members. A governing document may have different names depending on the legal structure of a charity. For The Wilderness Society Ltd, as a Company Ltd by Guarantee, the governing document is referred to as a Constitution.

### What is in the Constitution?

The rules of The Wilderness Society describe its basic structure and processes including:

- Definitions used in the Constitution
- Objects and Powers
- Rights of Members
- General Meetings - Convening, Notice, Quorum, Conduct, Decisions
- Members Forum
- Board of Directors - numbers, term, eligibility and powers & duties
- Administration - Secretary, Minutes, Notices, Insurance and Winding up

### What are the benefits of a Constitution?

Setting out the roles and responsibilities of Directors and the rights and obligations of Members creates a clear contract between the organisation and its members, allowing for more clarity in the organisation's governance.

### As a Member, how do I interpret the Constitution?

In section 4, Definitions and Interpretation, there is an A-Z listing of terminology and descriptors. It is a very useful outline which demystifies the legal jargon and ensures that there is a common understanding of the language used in the Constitution.

### How does The Wilderness Society make amendments to its Constitution?

To adopt a new Constitution, we **must pass a special resolution at a general meeting**. At least 75% of the Members voting must vote in favour of the resolution for it to pass.

### What are the proposed changes via special resolution at the 2022 Annual General Meeting?

The changes reflect three key aspects:

1. Improving the overall clarity, as a result of experience in using the document;
2. Accommodating the way in which the ACNC Act and the Corporations Act work together; and
3. Removing uncertainty regarding virtual meetings.

Refer to Attachment A and the marked-up Constitution, Attachment B, to the Notice of Meeting.

### Are there any further Constitutional changes planned?

Yes, over the next two years The Wilderness Society will continue to bring its Constitution up to date. The nature of future amendments covers:

- Technical issues, addressing some of the more complex clauses, will be reviewed and any proposed changes brought to the 2023 Annual General Meeting
- Bigger issues, requiring broad and deep consultation, will be considered and any proposed changes brought to the 2024 Annual General Meeting