

Frequently Asked Questions - 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
- Annual 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 2023 Annual General Meeting?

Currently,

- The Constitution allows for nine (9) Directors, seven (7) elected by the Members and two (2), who can be appointed as skills-based Directors by the Board to complement existing expertise. Each Director can serve up to 2 consecutive terms, six (6) years
- Because of the retirement rules in the Constitution some may serve only five (5) years, increasing the rate of turnover and loss of organisational knowledge.

The Proposed Changes,

- Increase the number of consecutive terms, from two (2) to three (3), that Elected Directors (elected by Members) and Appointed Directors (appointed by the Board) can serve on the Board. This will enable longer retention and transfer within the Board of governance skills and organisational knowledge and will align the organisation's Director terms with common not-for-profit governance practice.

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

Are there any further Constitutional changes planned?

Yes, bigger issues, requiring broad and deep consultation, will be considered and any proposed changes brought to the 2024 Annual General Meeting for Member consideration.