

Operational Policy and Procedure

Policy No: TWSLtd-009

Subject:	MEMBERS' RESOLUTIONS TO TWS LTD GENERAL MEETINGS
Policy:	Governance of Wilderness Society; Values and Decision Making
Objective:	As part of TWS Ltd accountability to Members, the objective of this Policy and Procedure is to clearly outline the process for Members to bring a Notice of Resolution to TWS Ltd General Meetings.
Scope:	All Members and the Board of The Wilderness Society Ltd (TWS Ltd)
Policy Statement:	<p>TWS Ltd is a public company limited by guarantee registered with ASIC under the <i>Corporations Act 2001 (Cth)</i> (Corps Act).</p> <p>TWS Ltd is also a charity, registered with the Australian Charities and Not-for-profits Commission (ACNC) under the <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i> (ACNC Act).</p> <p>TWS Ltd's Constitution specifies that the Directors are responsible for the control, ultimate management and conduct of TWS, including the funds and other property and are accountable to Members in a General Meeting.</p> <p>Under TWS Ltd's Constitution, and in line with the Corps Act, Members may give TWS notice of a resolution that they propose to move at a general meeting. This requires the notice being given by at least 100 Financial Members, although the Board may accept a notice given by less than 100 Financial Members.</p> <p>A resolution at a General Meeting must not be in conflict with the Constitution and should be within the scope of authority of the meeting.</p> <p>This Policy and Procedure is compatible with the requirements of the ACNC's Governance Standard 2 - Accountability to Members which is set out in the <i>Australian Charities and Not-for-profits Commission Regulation 2013 (Cth)</i>.</p>
Procedure:	<p>This policy and procedure will be available to all Members on TWS Ltd Annual General Meeting (AGM) webpage.</p> <p>ANNUAL GENERAL MEETING</p> <p>A Notice of Resolution by Members of TWS Ltd for its Annual General Meeting, shall</p> <ol style="list-style-type: none"> 1) Be signed by at least 100 Financial Members, or a lesser number as may be accepted by the Board, and include individual Member ID numbers 2) Be lodged with TWS Ltd (for convenience Members are asked to submit to the Company Secretary at company.secretary@wilderness.org.au, who will notify TWS Ltd Board of the receipt of the Notice of Resolution 3) Be lodged eight weeks before the notified date of the Annual General Meeting <p>Consistent with the law, the Board assesses whether the proposed resolution is valid for consideration by Members at an Annual General Meeting, seeking legal and/or regulatory advice, if required. Valid resolutions broadly include matters related to the governance of the organisation, its constitution and/or name. Operations and management are the responsibility of the Board and whilst Members are welcome to ask questions on these matters, generally these matters do not form the basis of a Members' Resolution to a general meeting.</p>



The Company Secretary shall be tasked with keeping the Members who lodged the notice informed of its progress.

If the Notice of Resolution meets the requirements, it will be listed in the agenda for the Annual General Meeting, to be available to all Members, four weeks in advance of the meeting.

A request that may not be valid for formal consideration at a general meeting may be appropriate for discussion at a Members' Forum.

To assist Members to come to an informed position regarding the proposed resolution, the Board may develop a response to the proposed resolution. The Members who submit the proposed resolution are also welcome to submit a succinct case for the resolution.

The proposed resolution shall be open for discussion at the AGM, subject to the normal meeting procedures.

Other circumstances where Members may give Notice of a Resolution are

- A General Meeting called by the Board
- A General Meeting called on the request of the Financial Members in accordance with the Constitution

In both cases the relevant requirements in the Constitution will apply.

Related documents in the Policy and Procedure Manual/Legislation:

- TWS Ltd Constitution
- Corporations Act
- Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act)

Issues:

- Name and position of person responsible for each version of the Procedure
 - TWS Ltd Governance Committee
- Due date for next review
 - September 2022
- Date approved by TWS Ltd Board for each version
 - Version 1: 17 September 2020 (by Flying Minute)
- Date each version issued to all@wilderness.org.au and loaded into policy manual
 - 30 September 2020

