

## **The Wilderness Society Ltd**

### **Amendment of constitution**

For inclusion in the 2022 AGM Notice of Meeting

### **Special resolution to amend the constitution**

1. **Amend the constitution:** to consider and, if thought fit, to pass the following resolution as a special resolution:  
‘That the constitution of *The Wilderness Society Ltd* be amended as detailed in Attachment A with the change to apply from the conclusion of this 2022 AGM.

### **Explanatory Notes**

About the Constitutional Change - FAQ provides general information about the constitutional changes

To assist the reading of the changes in the constitution Attachment B is a copy of the constitution with the changes marked in it.

## Attachment A

### Specific amendments to the constitution of *The Wilderness Society Ltd*

Amendments are listed in rule order through the document.

Rule 4.a) – as the first definition add the following definition for ‘ASIC’;  
‘**ASIC** means the Australian Securities and Investments Commission.’.

Rule 4.a) Board –after ‘with the Act’ insert ‘, the ACNC Act’ before ‘and the law.’.

Rule 4.a) By-laws – add after the definition of ‘Business Day’ and before the definition of ‘Constitution’ the following definition for ‘By-laws’:  
‘**By-laws** means any rules, regulations, codes of conduct, policies and/or terms which are not inconsistent with this Constitution or the law and are intended to be binding on Members pursuant to **rule 11.b)** and, where relevant, Directors.’.

Rule 4.a) ‘convenor’ – delete the definition “**convenor**” means an individual who chairs a meeting.’.

Rule 4.a) Modified Consensus – in (4) in the first line after the word ‘if’ insert the words ‘at least’ before the number ‘3/4’ and at the end of the subparagraph after the word ‘then’ add ‘:’.

Rule 4.a) Modified Consensus – change the subparagraphs (5), (6) and (7) to subparagraphs of (4) as (a), (b) and (c) indented under paragraph (4).

Rule 4.a) Modified Consensus – in subparagraph (4) in the now subparagraph (c) in the first line after ‘consensus if’ insert ‘at least’ before the number ‘3/4’.

Rule 4.a) – add after the definition of ‘Person’ and before the definition of ‘Public Fund’ the following definition for ‘Presiding Member’:  
‘**Presiding Member** means the individual who is not the Convenor nor a Director who chairs a general meeting in accordance with **rule 21.**’.

Rule 4.b) – at the end of the rule add the new sentence:  
‘The relevant individual may be present physically at the relevant location or, when applicable, present via relevant technology including via the technology used for a virtual meeting.’.

Rule 8.a) – in the second sentence after ‘permitted by’ add the words ‘consistent with and not prohibited by’ before ‘the Act’.

Rule 11.b) – after ‘and any By-laws’ delete ‘and codes of conduct’ before ‘that may be adopted’  
and after ‘any such By-laws’ delete ‘, codes or regulations’ before ‘that have a direct’.

Rule 13.b) – after ‘time to time.’ add the new sentence ‘The form may be in an online format.’ Before ‘Such form must’.

Rule 13.c) – after ‘membership application’ add ‘ and may allow automated processes in the administration of applications’ before the ‘.’

Rule 13.e) – after ‘of that decision’ add ‘ which may be executed in any reasonable electronic or online way’ before the ‘.’

Rule 14.b) – after ‘to be a Member’ add ‘ this rule authorises’ before ‘ their name’  
and after ‘their name’ delete ‘is taken ’ before ‘to be removed’  
and after ‘replaced with’ delete ‘the word ’ before ‘deleted (date).’  
and after ‘replaced with ” delete ‘d’ as the first letter of ‘deleted’ and insert ‘D’ as the first letter of ‘Deleted’ before “.’  
and after “Deleted” add ‘(date) before the “.’

Rule 17.a) – after ‘in accordance with’ add ‘the requirements of’ before ‘the Act’  
and after ‘the Act’ add ‘ as applicable to a public company that is not registered under the ACNC Act’ before the ‘.’

Rule 17.b) – after ‘provided by the Act,’ add ‘, as applicable to a public company that is not registered under the ACNC Act,’ before ‘provided that the Board’  
and after ‘required by the Act’ add ‘, as applicable to a public company that is not registered under the ACNC Act,’ before ‘and must call’.

Rule 17.b)1) -- after ‘in accordance with the Act’ add ‘ as applicable to a public company that is not registered under the ACNC Act,’ before ‘except that’.

Rule 17.b)1)i. -- after ‘and the Act,’ add ‘ as applicable to a public company that is not registered under the ACNC Act,’ before ‘except that,’.

Rule 17.c)1) – add a new rule 17.c)1):

‘1) Virtual meeting technology may be approved by the Board for use for such a general meeting of TWS provided the technology gives

the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate and the technology is consistent with the requirements under the Act as applicable to a public company that is not registered under the ACNC Act.’.

Rule 17.c)1)i. – add a new rule 17.c)1)i.:

‘i. If the general meeting is held using virtual meeting technology only, then the place of the meeting is taken to be the registered office of TWS.’.

Rule 18.b)4) -- after ‘2 or more places’ add ‘or is to be a virtual meeting only’ before ‘then the technology’.

Rule 18.h) -- after ‘of the Act,’ add ‘, as applicable to a public company that is not registered under the ACNC Act’ before the ‘.’.

Rule 19.b) -- after ‘in the Act,’ add ‘ as applicable to a public company that is not registered under the ACNC Act’ before the ‘.’.

Rule 21.a) – after ‘the role of’ delete ‘convenor’ and insert ‘chair’ before ‘at each general’.

Rule 21.b)1) – after ‘must elect as’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 21.b)2) – after ‘must elect as’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’

and after ‘as chair of the general meeting’ add ‘a Presiding Member who must be’ before ‘a Member or a’

and after ‘present in person’ add ‘,’ before ‘and willing’

and after ‘present in person,’ delete ‘and’ and insert ‘is’ before ‘willing to act’.

Rule 21.c) – after ‘willing to act as’ delete ‘convenor’ and insert ‘chair of the general meeting’ before ‘, the relevant Convenor’

and after ‘must take over’ add ‘ from the Presiding Member’ before ‘as convenor’

and after ‘Presiding Member as’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 21.d) – after ‘22, the’ delete ‘convenor’ and insert ‘chair’ before ‘of a general’.

Rule 22.b) – after ‘The’ delete ‘convenor’ and insert ‘chair’ before ‘of a general’.

Rule 22.c) – after ‘23.a), the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 22.d) – after ‘The’ delete ‘convenor’ and insert ‘chair’ before ‘of a general’.

Rule 22.d)1) – after ‘opinion of the’ delete ‘convenor’ and insert ‘chair of the general meeting’ before ‘may or does’.

Rule 22.d)2) – after ‘considered by the’ delete ‘convenor’ and insert ‘chair of the general meeting’ before ‘to be dangerous,’.

Rule 22.e) – after ‘The’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 22.f) – after ‘Consensus, the’ delete ‘convenor’ and insert ‘chair’ before ‘of a general’ and after ‘determined by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 22.k) – in the second sentence after ‘required under the Act’ insert ‘ as applicable to a public company that is not registered under the ACNC Act’ before ‘and may not cancel’  
and after ‘accordance with the Act’ insert ‘ as applicable to a public company that is not registered under the ACNC Act’ before the ‘.’.

Rule 22.l) – after ‘conferred on the’ delete ‘convenor’ and insert ‘chair’ before ‘of a general’.

Rule 23.b) – after ‘resolution the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 23.c) – after ‘of the proxy’ insert ‘vote’ before ‘position and,’.

Rule 23.d)1) – after ‘present in person’ insert ‘(see **rule 4.b))**’ before ‘via technology’  
and after ‘approved by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’  
and after ‘chair of the’ insert ‘general ‘ before ‘meeting.’.

Rule 23.d)2) – after ‘Member present in person’ insert ‘(see **rule 4.b))**’ before ‘and Representatives’  
and after ‘Members who are present’ insert ‘ (see **rule 4.b))**’ before ‘in person and eligible’.

Rule 23.e)1) – after ‘by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 23.g) – after ‘declaration by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’  
and after ‘signed by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the relevant general’.

Rule 23.h) – after ‘or otherwise as the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’  
and after ‘signed by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the relevant’.

Rule 23.h)1) – after ‘by informing the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’  
and after ‘or other means’ insert ‘ including a relevant polling system applicable for a virtual meeting as’ before ‘approved by the’  
and after ‘approved by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’  
and after ‘chair of the’ insert ‘general ‘ before ‘meeting.’.

Rule 23.i) – after ‘election of a’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 24.a)1) – after ‘whether the result of the’ insert ‘direct ‘ before ‘vote shall be’.

Rule 24.c)2) – after ‘referred to the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 24.d) – after ‘disallowed by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 25.d) –after ‘subject to the Act,’ insert ‘ as applicable to a public company that is not registered under the ACNC Act,’ before ‘an instrument appointing’.

Rule 25.d)1) -- after ‘is required by the Act’ insert ‘ as applicable to a public company that is not registered under the ACNC Act’ before ‘or by this Constitution;’.

Rule 25.d)4) – after ‘to appoint the’ delete ‘convenor’ and insert ‘chair’ before ‘of the general’.

Rule 25.d)5)i. – after ‘or any similar ’ insert ‘procedural ‘ before ‘motion;’.

Rule 25.d)5)ii. – after ‘to elect the ’ delete ‘convenor’ and insert ‘chair of the general meeting’ before ‘, to vacate’  
and after ‘in the case of a ’ delete ‘convenor’ and insert ‘Presiding Member’ before ‘elected under rule’.

Rule 25.e)1) – after ‘as proxy is not the’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’  
and after ‘chair of the’ insert ‘general’ before ‘meeting and the proxy’  
and after ‘is called then the’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’  
and after ‘chair of the’ insert ‘general’ before ‘meeting is taken,’.

Rule 25.g)1) -- after ‘prescribed by the Act’ insert ‘, as applicable to a public company that is not registered under the ACNC Act,’ before ‘from time to time);’.

Rule 25.l) – after ‘or their proxy attends the general meeting’ insert ‘:’  
and add the following 2 subrules:  
‘1) the Member or their Representative may vote on a show of hands, see rule 23d)1); but  
‘2) consistent with rule 23d)1), the proxy of the Member may not vote on a show of hands; however,’  
then convert the remainder of rule 25.l) into subrule 3)  
and at the start of subrule 3) insert ‘if the matter is put to a poll,’ before ‘they’  
and after ‘to a poll, they’ insert ‘(including their Representative or their proxy)’ before ‘are not entitled to’  
and in the last sentence after ‘will be counted’ delete ‘if a’ and insert ‘in the’ before ‘poll is taken’  
and after ‘in the poll’ insert ‘that’ before ‘is taken on’.

Rule 25.m) – after ‘The’ delete ‘convenor’ and insert ‘chair’ before ‘of a general’  
and after ‘satisfaction of the’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’  
and after ‘chair of the’ insert ‘general’ before ‘meeting that the’.

Rule 30.b) – after ‘30.a), the Board’ insert ‘:’ before ‘must seek, from each’  
then convert the text that follows starting with ‘must seek, from each’ into subrule ‘1)’  
but after ‘individuals for consideration by the Board’ delete the ‘.’ and insert ‘; and’  
then insert the following as subrule 2):  
‘2) where no Wilderness Society Group organisation exists in the Region where the vacancy exists, the Board may seek from other

grouping/s of Members in that Region the nomination of an eligible individual or individuals for consideration by the Board; provided that

then convert the remainder of rule 30.b) beginning with 'If no such nomination' to become subrule 3)

and at the beginning of subrule 3 change 'If no such' to become 'if no such' before 'nomination is provided'

and after 'Group organisations ' insert 'or other grouping/s of Members in the relevant Region' before 'being advised, then'.

Rule 32.d)1)iii. – after 'Regions from which' delete 'at least ' before '1 Elected' and after 'from which 1' insert 'or 2' before 'Elected Director' and after 'Elected Director' insert '/s' before ' may be elected;'.

Rule 32.b). – after 'for which the individual' delete 'Member ' before 'is the Delegate.'.

Rule 32.d)2) – insert an additional subrule 2) as follows:

'2) Where no relevant nomination has been received by 7 weeks before the date of the annual general meeting then notification must be made in accordance with rule 32.h).'

Rule 32.e)4) – after 'any applicable ' delete 'b' and insert 'B' before 'y-laws' and after 'applicable By-laws' delete 'or regulations ' before 'set by the'.

Rule 32.i) –at the end after 'ballot material.' add the following sentence:  
'**Any** notice, material or other content sent may be sent in any form consistent with rule 52, including electronic form.'.

Rule 32.j) –at the end after 'the annual general meeting.' add the following sentence:

'**The** instructions to submit the completed ballot material may require the material to be submitted in an electronic form, consistent with **rule 52**'.

Rule 32.k) –at the end after 'officer and scrutineer.' add the following sentence:

'The returning officer must administer the processing of the ballot including the determination of the result in accordance with **rule 32.l)**'.

Rule 33.c)4) – after 'bankrupt' insert ';' and convert the remainder of the subrule to a new subrule 5).

Rule 33.c)5) – delete 'or' at the beginning before 'makes any arrangement'



and after 'creditors generally' insert 'unless the Board resolves otherwise' before ';':

Rules 33.c) – change the original subrule numbers '5)' through to '10)' to '6)' through to '11)'.  
Rule 33.c)8) – after the first 'disclosed under the Act' insert ', as applicable to a public company that is not registered under the ACNC Act,' before 'or ACNC Act or'

and after the second 'disclosed under the Act' insert ', as applicable to a public company that is not registered under the ACNC Act, or ACNC Act' before 'unless at the next'.

Rule 35.d) – after 'Board may make' delete 'regulations' and insert 'By-laws' before 'requiring the disclosure'  
and after 'make By-laws' delete 'requiring' and insert 'regarding' before 'the disclosure of interests'  
and after 'related body corporate' insert ':'  
and after 'body corporate.' delete 'and a' and insert 'A' before 'ny regulations'  
and after 'Any' delete 'regulations under this Constitution' and insert 'such By-laws' before 'shall bind all'.

Rule 37.a) – after 'required by the Act' insert ', the ACNC Act' before 'or by this'.

Rule 37.d)2) – at the beginning insert 'where required and' before 'as soon as'  
and after 'confirmation of payment' insert 'received' before ':

Rule 38.b) – after 'other electronic means' insert 'including virtual meetings,' before 'that are consented'.

Rule 38.e) – after 'determined by the' delete 'convenor of' and insert 'Director who is chairing' before 'the meeting provided'  
and at the end add a new sentence:  
    ' Failing such a determination, the meeting is deemed to be held at the registered office of TWS.'

Rule 40.b) – after 'directed to by the' delete 'convenor of' and insert 'Director who is chairing' before 'the meeting'.

Rule 42.a)2) – after '42.a)1),' insert 'at the time of election or during the period in office ' before 'determine the period'.

Rule 42.c) – after 'required by law' delete 'and' and insert 'plus such powers and duties' before 'as determined by'.

Rule 42.d) – after ‘preside as’ delete ‘convenor’ and insert ‘chair of the meeting’ before ‘of each meeting of Directors’.

Rule 42.e) – after ‘to act as’ delete ‘convenor’ and insert ‘chair of the meeting’ before ‘if at a meeting of Directors:’.

Rule 42.e)3) – after ‘to act as’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’.

Rule 42.f) – after ‘the role of’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting.’.

Rule 45. – at the end after rule 45.e) add a new rule 45.f) as follows:

‘f) The Board must provide to each committee of the Board terms of reference that cover as a minimum the purpose of the committee, the composition of the committee, any delegated authority to the committee, any reporting obligations other than minuting of meetings in accordance with rule 45.d) and the planned duration or the timing of a review of the committee.’.

Rule 49.c) – after ‘meeting by the’ delete ‘convenor’ and insert ‘chair’ before ‘of the meeting’  
and after ‘meeting of the’ delete ‘convenor’ and insert ‘chair’ before ‘of the following’.

Rule 50.b) – after ‘to the Act’ insert ‘ and the ACNC Act’ before ‘, the Board may’.

Rule 53.a) – after ‘and to have been’ delete ‘effected on the Business Day’ and insert ‘given 3 days’ before ‘after the date’  
and after ‘3 days after’ delete ‘the date of posting’ and insert ‘it is posted’ before ‘.’.

Rule 55.c) – add after the end of the rule a new subrule 55.c)1) including subsubrules i. and ii. as follows:

‘1) If TWS has a common seal:

‘i. it must only be used by the authority of the Board and every document to which the common seal is affixed must be signed by a Director and be countersigned by another Director or by the Secretary; and

‘ii. the Board must provide for the safe custody of the common seal which will be with the Secretary unless the Board resolves otherwise from time to time.’.

Rule 56.a) – after ‘each Officer’ insert ‘ (which for this purpose includes any member of a committee of the Board who is not an Officer’ before ‘on a full indemnity’.

Rule 56.b)2) – after ‘penalty order under the Act’ insert ‘or the ACNC Act’ and after ‘compensation order under the Act’ insert ‘ or the ACNC Act’ before ‘; or’.

Rule 56.c)3) – after ‘brought by’ insert ‘ASIC,’ before ‘ACNC or a liquidator for a court’ and after ‘actions taken by’ insert ‘ASIC,’ before ‘ACNC or a liquidator as part’.

Rule 62.a) – delete the wording of the rule including sub rules 1 & 2 and insert as a new a)

‘a) This was a transitional requirement that, having ceased to have function, was deleted on (date).’

where (date) is the date this special resolution is effective.

Rule 62.c) – delete the wording of the rule and insert as a new c)

‘c) This was a transitional requirement that, having ceased to have function, was deleted on (date).’

where (date) is the date this special resolution is effective.

Rule 62.d) – delete the wording of the rule and insert as a new d)

‘d) This was a transitional requirement that, having ceased to have function, was deleted on (date).’

where (date) is the date this special resolution is effective.

Rule 62.e) – delete the wording of the rule and insert as a new e)

‘e) This was a transitional requirement that, having ceased to have function, was deleted on (date).’

where (date) is the date this special resolution is effective.

Rule 62.f) – delete the wording of the rule and insert as a new f)

‘f) This was a transitional requirement that, having ceased to have function, was deleted on (date).’

where (date) is the date this special resolution is effective.

Rule 62.g) – delete the wording of the rule and insert as a new g)

‘g) This was a transitional requirement that, having ceased to have function, was deleted on (date).’

where (date) is the date this special resolution is effective.

Rule 62.h) – delete the wording of the rule and insert as a new h)

'h) This was a transitional requirement that, having ceased to have function, was deleted on (date).'  
where (date) is the date this special resolution is effective.

Rule 62.j) – delete the wording of the rule and insert as a new j)  
'j) This was a transitional requirement that, having ceased to have function, was deleted on (date).'  
where (date) is the date this special resolution is effective.

Note: 62.k) – delete the wording of the rule and insert as a new k)  
'k) This was a transitional requirement that, having ceased to have function, was deleted on (date).'  
where (date) is the date this special resolution is effective.

Rule 62 – insert after rule 62.k) and before 'END OF CONSTITUTION' a new rule 62.l) as follows:

- l) These **rule 62** provisions are arrangements to administer the transition from The Wilderness Society Inc to TWS. The provisions will progressively cease to have consequence at which stage the provision may be deleted and replaced with the words 'This was a transitional requirement that, having ceased to have function, was deleted on (date).'

### **Additional consequential changes**

The following are consequential changes to the document that are not amendments to the constitution and are to be applied if the special resolution is adopted by Members:

**Cover sheet:** add at the bottom of the page the words: Constitution amended (date AGM concludes)

### **Table of Contents:**

- 21 change 'Convenor' to 'Chairing'
- amend page numbers for any consequent changes

**Footer:** change date from 'Nov 2015' to (date AGM concludes).

**Rule 21.** – in the heading delete 'Convenor' and insert 'Chairing'.