

The CONSTITUTION of The Wilderness Society Newcastle Inc

Shop and Office, 90 Hunter Street, Newcastle, NSW 2300
Phone (02) 49294395, Facsimile (02) 49295940, Email newcastle@wilderness.org.au
ABN 19 069 545 489, Incorporated Association registration number Y1515536



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1. DEFINITIONS

- (1) In these rules:
 - (a) *the Act* means the *Associations Incorporation Act 1984*.
 - (b) *the Regulation* means the *Associations Incorporation Regulation 1999*.
 - (c) *Special General Meeting* means a General Meeting of the Association other than an Annual General Meeting.
 - (d) *the Association* means “The Wilderness Society Newcastle Inc”
 - (e) *the Committee* means the Management Committee of “The Wilderness Society Newcastle Inc”
 - (f) *TWS Inc* means the association “The Wilderness Society Inc.”
 - (g) *TWS Australia* means the association “The Wilderness Society Australia Incorporated”
- (2) In these rules:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- (4) The model rules under the *Act* do not apply to the *Association*.
- (5) The Association shall be located in Newcastle, NSW and such other places as shall be approved by a General Meeting of members. The office of the Association shall be at 90 Hunter Street, Newcastle, NSW, or at such other place as a meeting of the Management Committee may, from time to time, determine.

2. OBJECTIVE

- (6) The objective of the Association is to:

*Protect, promote and restore wilderness and natural processes across
Australia for the survival and ongoing evolution of species on earth*

- (7) To meet this objective the Association may undertake the following:
 - (a) the provision of information or education, or the carrying on of research, about the natural environment or a significant aspect of the natural environment;
 - (b) 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;
 - (c) the buying, selling and supplying of, and dealing in, goods of all kinds;
 - (d) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objectives or purposes of the Association;
 - (e) 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;
 - (f) the taking of such steps from time to time as the Management 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;

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- (g) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Management 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 Management Committee may think fit or as may be approved or directed by resolution passed at a General Meeting of members;
- (i) the investment of any moneys of the Association not immediately required for any of its objectives or purposes in such manner as the Management 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.

3. BY-LAWS

- (8) By-laws may be made under this constitution but must not be inconsistent with this constitution and are binding on the Association.
- (9) By-laws made pursuant to clause (1) above can only be made by resolution of a General Meeting of the Association where notice of the proposed by-law is provided with the notice calling the meeting.
- (10) By-laws may only be changed or repealed by resolution of a General Meeting of the Association where notice of the intention to change or repeal the by-laws is provided with the notice calling the meeting.

4. MEMBERSHIP QUALIFICATIONS

- (11) The members of the Association shall be any person who:
 - (a) supports the objective of the Association;
 - (b) is a member of *TWS Inc*;
 - (c) is a resident in the state of New South Wales who resides within a geographical area defined by postcodes between 2250 and 2430, or have made an application in writing, or by telephone or other means of communication, to be a member of the Association while not living in the state of New South Wales; and
 - (d) meets the criteria for eligibility for membership (if any) under any relevant by-laws of the Association.

and who makes application in writing, by telephone or other means of communication to join the Association.

- (12) Membership shall commence from the time of whichever is the first event of:
 - (a) the receipt of the application by the Secretary of the Association or their delegate, or
 - (b) when the name of the member is entered onto the database of members.
- (13) Members may resign as members by giving written notice to the Secretary, or requesting termination of membership by telephone or other means of communication, such resignation taking effect from the time of whichever is the first event of:
 - (a) the receipt of the resignation by the Secretary of the Association or their delegate, or

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- (b) when the resignation is entered onto the database of members.
- (14) A member of the Association will be deemed to have resigned if they no longer meet the criteria for eligibility for membership of the Association.
- (15) Subject to these rules, if the Management Committee is of the opinion that a member has refused or neglected to comply with these rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Management Committee may by resolution:
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (16) A resolution of the Management Committee to suspend or expel a member can be revoked by a decision of a Special General Meeting of the Association.
- (17) At any General Meeting called to consider the suspension or expulsion of a member, the suspended or expelled member(s) are entitled to have the Management Committee explain to the meeting the reasons for its decision and the suspended or expelled member is entitled to make an explanation in reply.
- (18) A member who is expelled is not entitled to become a member of the Association again for 12 months, and that application must be approved by the Management Committee.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- (19) A right, privilege or obligation which a person has by reason of being a member of the Association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

6. REGISTER OF MEMBERS

- (20) The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (21) With the approval of the Management Committee, the Public Officer may delegate the establishment and maintenance of the register of members of the Association to *TWS Inc*.

7. FEES AND SUBSCRIPTIONS

- (22) There are no entrance fees, subscriptions or other amounts to be paid by members of the Association.

8. MEMBERS' LIABILITIES

- (23) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

9. WINDING UP OF THE ASSOCIATION

- (24) Subject to the *Associations Incorporation Act*, the Association shall be dissolved by special resolution to this effect at a General Meeting convened solely for this purpose.
- (25) The surplus property of the association (being property of the association remaining after satisfaction of the debts and liabilities of the association) is to be distributed in accordance with a decision of the General Meeting convened for the purpose of dissolving the Association, to another fund, authority or institution which:
 - (a) has been approved by the Commissioner of Taxation as exempt from income tax,

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- (b) is not carried on for the profit or gain of its individual members; and
 - (c) in the opinion of the members present has objects and purposes commensurate with those of the Association.
- (26) In the absence of any decision in relation to distribution of surplus property by the General Meeting of members, any surplus property of the association will be transferred to another organisation or association with similar objectives and which has rules prohibiting the distribution of its assets and income to its members.

10. RESOLUTION OF INTERNAL DISPUTES

- (27) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, in the first instance are to be referred to *TWS Inc* for mediation.
- (28) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (29) If either party is not satisfied with the outcomes of this process then the dispute is to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

11. POWERS OF THE MANAGEMENT COMMITTEE

- (30) The committee is to be called the Management Committee of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in General Meeting:
- (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 Management 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.

12. CONSTITUTION AND MEMBERSHIP

- (31) The members of the Management Committee, each of whom is to be elected at the Annual General Meeting of the Association, are to be:
- (a) the office-bearers of the Association, and
 - (b) 5 ordinary members, or some other number as may be decided by the Management Committee
- (32) The office-bearers of the Association are to be:
- (a) the Convenor
 - (b) the Treasurer, and
 - (c) the Secretary
- (33) Each member of the Management Committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (34) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the member so

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appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

13. ELECTION OF MEMBERS TO THE MANAGEMENT COMMITTEE

- (35) To be eligible to be elected to the Management Committee of the Association, a person must:
- (a) be a member of the Association;
 - (b) be nominated for election by a member of the Association;
 - (c) show, to the satisfaction of the Annual General Meeting, that in the previous 6 months they have demonstrated a commitment to the objective of the Association;
 - (d) must meet the criteria for election to Management Committee (if any) under any relevant by-laws of the Association.
- (36) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Management Committee must:
- (a) be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (b) be received by the Public Officer prior to the commencement of the Annual General Meeting.
- (37) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (38) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (39) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (40) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (41) The ballot for the election of office-bearers and ordinary members of the Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.

14. SECRETARY

- (42) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (43) It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Management Committee,
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a General Meeting, and
 - (c) all proceedings at Management Committee meetings and General Meetings.
- (44) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15. TREASURER

- (45) It is the duty of the Treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and

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- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

16. CASUAL VACANCIES

- (46) For the purposes of these rules, a casual vacancy in the office of a member of the Management Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of 6 months.

17. STAFF MEMBER ELECTED TO MANAGEMENT COMMITTEE

- (47) A member of staff of the Association cannot be an office bearer of the Association as defined in these rules.
- (48) A member of staff of the Association may be elected or appointed to the Management Committee, but no more than 20% of people appointed or elected to the Management Committee at any one time may be members of staff.
- (49) A staff member elected or otherwise appointed to the Management Committee has the full rights and responsibilities of an ordinary member of the Management Committee.
- (50) Should any ballot at an Annual General Meeting or other process of election or appointment put more than one staff member in a position where, but for the fact that those persons were staff members they would be appointed to the Management Committee, a General Meeting must choose one of those people to be appointed.

18. REMOVAL OF MEMBER

- (51) The Association in General Meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (52) If a member of the Management Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or Convenor (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the Convenor may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. MEETINGS AND QUORUM

- (53) The Management Committee must meet at least 3 times in each period of 12 months at such place and time as the Management Committee may determine.

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- (54) Additional meetings of the Management Committee may be convened by the Convenor or by any member of the Management Committee.
- (55) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (56) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (57) Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (58) No business is to be transacted by the Management Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (59) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

20. DELEGATION BY THE MANAGEMENT COMMITTEE TO SUB-COMMITTEE

- (60) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (61) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (62) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (63) Despite any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- (64) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (65) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (66) A sub-committee may meet and adjourn, as it thinks proper.

21. VOTING AND DECISIONS

- (67) Decisions at all meetings shall be made by “modified consensus” of those present (no proxies), defined as follows (and supplemented by any policy of the Association not inconsistent with the following procedure):
 - (a) Wherever possible, decisions shall be made by consensus (ie. unanimous agreement).

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- (b) Where agreement can't be reached unanimously, consideration is to be given to deferring the decision and subjecting the issue to further debate or handing the matter to a suitably constituted Management Committee or working group who can work in detail through the issues and recommend solutions.
- (c) However if a three quarters majority (75%) determines that the decision can't be delayed, then the "trigger mechanism" is activated in the following sequence:
 - (i) a procedural vote to suspend consensus is called for and is seconded,
 - (ii) a three quarters majority (75%) 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 motion before the meeting will be set at a three quarters majority (75%). If this vote is successful the motion is considered accepted by modified consensus.

22. MEMBERSHIP OF THE WILDERNESS SOCIETY AUSTRALIA

- (68) The Association must not resign as a member of The Wilderness Society Australia Incorporated without approval of General Meeting of members of the Association where notice of the intention to resign membership of TWS Australia is provided with the notice calling the meeting.

23. ANNUAL GENERAL MEETINGS – HOLDING OF

- (69) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (70) The Association must hold its first Annual General Meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (71) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

24. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- (72) The Annual General Meeting of the Association is, subject to the Act and to these rules, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (73) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Management Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary members of the Management Committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (74) An Annual General Meeting must be specified as such in the notice convening it.

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25. SPECIAL GENERAL MEETINGS – CALLING OF

- (75) The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (76) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.
- (77) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (78) If the Management Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (79) A Special General Meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Management Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

26. NOTICE

- (80) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (81) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (82) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under these rules.
- (83) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

27. PROCEDURE

- (84) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (85) Five members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (86) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and

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- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (87) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.
- 28. INSURANCE**
- (88) The Association may effect and maintain insurance.
- 29. FUNDS – SOURCE**
- (89) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Management Committee determines.
- (90) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (91) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 30. FUNDS – MANAGEMENT**
- (92) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Management Committee determines.
- (93) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee or employees of the Association, being members or employees authorised to do so by the Management Committee.
- 31. ALTERATION OF OBJECTIVE AND RULES**
- (94) The statement of objective and these rules may be altered, rescinded or added to only by a special resolution of the Association.
- 32. COMMON SEAL**
- (95) The common seal of the Association must be kept in the custody of the Public Officer.
- (96) The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Management Committee or of 1 member of the Management Committee and of the Public Officer.
- 33. CUSTODY OF BOOKS**
- (97) Except as otherwise provided by these rules, the Public Officer must keep in their custody or under their control all records, books and other documents relating to the Association.
- (98) With the approval of the Management Committee, the Public Officer may delegate the custody of records, books and other documents relating to the Association to *TWS Inc*.
- 34. INSPECTION OF BOOKS**
- (99) A member of the Association may inspect, at a reasonable hour, all records, books and other documents of the Association that are required to be lodged with the Department of Fair Trading.
- (100) A member may request and receive information relating to their membership of the Association.

The CONSTITUTION of The Wilderness Society Newcastle Inc

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Phone (02) 49294395, Facsimile (02) 49295940, Email newcastle@wilderness.org.au
ABN 19 069 545 489, Incorporated Association registration number Y1515536



- (101) A member of the Association, who wishes to access other information, including the members register, must lodge a statutory declaration with the Management Committee stating the reasons why access is requested. On receipt of such a statutory declaration, the Management Committee must take into account the privacy of the Association and the privacy of other members in reaching a decision on whether to release or not release such information.

35. SERVICE OF NOTICES

- (102) For the purpose of these rules, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (103) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.