

**APPROVED AT SPECIAL GENERAL MEETING**  
**15<sup>th</sup> August, 2013**

**THE CONSTITUTION OF**  
**THE WILDERNESS SOCIETY (SOUTH AUSTRALIA) Inc**

1. The name of the association shall be The Wilderness Society (South Australia) Incorporated (“the Association”).
2. The Association shall be located at Adelaide in South Australia and such other places as shall be approved by a committee of the Association (the “Board of Governance” or “Board”)

**Objectives**

3. The purposes of the Association are:
  - a. To protect, promote and restore wilderness and natural processes in South Australia;
  - b. To take action in South Australia to protect, promote and restore wilderness and natural processes across Australia for the ongoing evolution of life on earth;
  - c. To contribute to national initiatives to protect, promote and restore wilderness and natural processes across Australia for the ongoing evolution of life on earth.

**Powers**

4. The powers of the Association shall be the powers contained in the *Associations Incorporation Act 1985 (SA)* (“*Associations Incorporation Act*”) and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.

**Membership**

5. The members of the association shall be any person who 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. 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.
6. 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
  - b. when the resignation is entered onto the database of members.
7. A member of the Association will be deemed to have resigned if they no longer meet the criteria for eligibility for membership (if any) under any relevant by-laws of the Association.
8. Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the 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.
9. A resolution of the Board to suspend or expel a member can be revoked by a decision of a General Meeting of the Association.
10. At any General Meeting called to consider the suspension or expulsion of a member, the suspended or expelled member is entitled to have the Board explain to the meeting the reasons for its decision and the suspended or expelled member is entitled to make an explanation in reply.
11. 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 Board.

## **Governance**

### **Decision Making**

12. Decisions at all meetings shall be made by “modified consensus” of those members of the Board 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 (i.e; unanimous agreement).
  - 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 committee or working group who can work in detail through the issues and recommend solutions.

- c. However if a three quarters majority (75%) determine 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.
13. No item of business shall be transacted at a Board, General Meeting, Annual General Meeting or any other meeting of the Association unless a quorum of members is present during the time when the meeting is considering that item. A quorum shall be:
  - a. 6 members for a General Meeting other than a meeting called under cl.36.1;
  - b. 50 members for a General Meeting called under cl.36.1 to consider a proposal to dissolve the Association
  - c. 4 Board members for a Board meeting; or
  - d. for any other meeting as specified in a resolution of the Board.

#### **The Board of Governance (the Board)**

14. Except as otherwise provided for in this Constitution, the affairs of the Association shall be managed by a Board of Governance ("the Board").
15. The Board of the Association shall consist of up to nine persons who shall be elected by members or otherwise appointed as per this Constitution.
  - 15.1.1 Subject to clause 15.1.5 each Board member shall hold office for three consecutive years
  - 15.1.2 From the date on which this clause becomes a rule of the Association, the board must keep a register of the current Board members ("the Register"). The Register must show
    - a who the current Board members are
    - b the position each member holds on the Board

- c how long each board member has been a member of the Board, and
- d the dates on which they were elected

15.1.3 At the commencement of the Register:

- a 3 of the members of the board chosen by random ballot shall be deemed to have already held office for two years
- b 3 of the members of the board chosen by random ballot shall be deemed to have already held office for one year
- c 3 of the members of the board chosen by random ballot shall be deemed to have held no time in office
- d the Register shall be shown to reflect subparagraphs a to c.

15.1.4 If a board member resigns before the completion of their three year tenure, the remaining Board members have the power to replace that Board member through a decision of the Board

15.1.5 A member of the Board who has been appointed by the Board to replace a resigning member shall hold office until the expiry of the term of office of the member who they have replaced

**Nomination to be a member of the Board of Governance**

15.2.1 All Board members (including members appointed by the Board to replace a resigning member) shall be eligible for re-election at the end of their term without nomination. Other persons shall be eligible to stand for election provided that a member of the Association has nominated that person at least 28 days before an upcoming Annual General Meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the Proposer and the Nominee.

15.2.2 Notice of the period for nominations shall be placed on the Notice Board of the Association and published in the major South Australian newspaper. Such Notice shall be published at least 42 days before the upcoming Annual General Meeting.

15.2.2 Notice of all eligible persons seeking election to the Board shall be given to all members of the Association with the notice calling an upcoming Annual General Meeting.

15.2.4 A member of the staff of the Association must not be a member of the Board

**Ballot for the Board of Governance**

15.2.5 Where more candidates are nominated than there are vacancies to be filled then the election shall be by postal ballot

15.2.6 Ballot Papers shall be posted to all members who are entitled to vote at an Annual General meeting at the same time as the notice calling an upcoming Annual General Meeting is given to those members

- 15.2.7 A member's postal vote must be received by the Secretary of the Association no later than the close of business on the last business day before the relevant upcoming Annual General Meeting
- 15.2.8 For the purposes of clause 15.1.6 the postal vote must be received by the Secretary:
- a. at the principal place of business of the Association by post or delivery, or;
  - b. by facsimile transmission to the normal facsimile number of the Association, or;
  - c. at any other place, facsimile number or as an attachment to an e mail sent to an electronic address as may be specified for such purposes in the notice of Annual General Meeting
- 15.2.9 Subject to clause 15, the nominees receiving the greatest number of votes shall be elected at the upcoming Annual General Meeting
- 15.2.10 In the event of an equality of votes for two or more nominees who each have the lowest number of votes out of all the nominees, the Convenor or in their absence the Secretary shall have the casting vote.

### **Officers of the Board**

- 15.2.11 The Board shall elect at its first meeting each year from amongst its members a Convenor, a Secretary and a Treasurer

### **Operation of the Board**

16. The Board has the power to co-opt members onto the Board if a vacancy should arise.
17. The Board may delegate such functions and powers to staff as it considers appropriate for the good management of the Association and establish subcommittees to perform any functions delegated to those subcommittees. All subcommittees shall report to the Board, and the Board maintains ultimate control of all affairs of the Association excepting for where this Constitution specifically delegates powers to another body.
18. The Convenor may (or shall upon receiving a request from three members of the committee) convene a special meeting of the Board upon giving 24 hours' notice to all members of the Board.
19. A Board member will be deemed to have resigned from the Board if they are absent from 3 meetings in a row and such absence has not been approved beforehand by the Board.
20. Any member of staff may attend a Board meeting with the permission of the Board. A person permitted to attend a Board meeting shall be entitled to full speaking rights but cannot vote on any matter for decision before the Board.

### **The Office Bearers**

21. In addition to any tasks and responsibilities which the Board or this constitution or by-laws may allocate to particular officers:
  - a. A Convenor shall:
    - i. lead the Association by driving strategic planning and having oversight of the running of the Association between meetings of Board;
    - ii. ensure that meetings are called as required by this Constitution or on other occasions as appropriate;
    - iii. ensure that meetings are run according to this Constitution.
  - b. A Secretary shall ensure that:
    - i. accurate records of all meetings are kept;
    - ii. all records of the Association are kept in an orderly fashion.
  - c. A Treasurer shall ensure that:
    - i. all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association are kept in such form and manner as the Board may direct;
    - ii. on behalf of the Association, all monies paid to the Association are received and official receipts are issued for these monies as soon as is practicable;
    - iii. an annual budget is prepared and approved by the Board.
    - iv. a financial statement is submitted to each Board meeting.

### **The General Meeting**

22. A general meeting of the Association ("General Meeting") may be called by the Board, or must be called within 30 days of a request made in writing made not less than 5% of the members of the Association and being delivered to the Convenor.
23. Members of the Association must be given at least 21 days' notice of any General Meeting, such notice to be given by the placing of a notice on the notice board and website of the Association and by providing such notice to all members in writing by post or electronic means. The notice shall state the purpose of the meeting.
24. A General Meeting of the Association has the power to:
  - a. remove any member of the Board who can be shown to have refused or neglected to comply with this constitution or has been guilty of conduct unbecoming of a member of the Board or has acted in a manner prejudicial to the purposes of the Association or who has by reason of mental or other impairment or through criminal or other disreputable act become incapable of or not suitable to be carrying out the duties of a member of the Board;

- b. revoke a decision of Board to expel or suspend a member as per clauses 8 and 9 of this Constitution always provided that it can show due cause consistent with clause 8 of this constitution why such expulsion should be revoked;
- c. decide any matter referred to the General Meeting by the Board,
- d. recommend to the Board any policy or activity in furtherance of the Objects of the Association provided that such recommendation does not in any way conflict with the rights and duties of the Board to manage the affairs of the Association and that such recommendation requires the Board to give its fullest consideration to the matters raised but does not bind the Board to act upon them.

### **Annual General Meeting**

- 25. The Association shall in each year hold an annual general meeting (“Annual General Meeting”).
- 26. The Annual General Meeting shall be held on such a day after the close of the financial year of the Association as the Board may determine but no later than as prescribed by the *Associations Incorporation Act* or if repealed its equivalent.
- 27. The Annual General Meeting shall be specified as such in the notice convening it and at least 21 days’ notice of the meeting must be given in writing to all members of the Association. Such notice shall include all matters to be dealt with at the Annual General Meeting and to include ballot papers and biographical details of all eligible persons nominating for election to the Board. Notice includes by electronic means.
- 28. The ordinary business of the Annual General Meeting shall be:
  - a. To confirm the minutes of the last preceding Annual General Meeting and of any General Meetings held since the last Annual General Meeting whose minutes have not been confirmed;
  - b. To consider the accounts and reports of the Board and the Auditor’s report (if an Auditor’s report is required);
  - c. to announce and formally appoint any Board members elected in the ballot;
  - d. To appoint an auditor should the Association be a prescribed Association under the *Associations Incorporation Act*.

### **Finance**

- 29. The management and control of funds and property of the Association is vested in the Board and such finances and property shall be managed according to the rules of this Constitution and the requirements of the *Associations Incorporation Act*.

30. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividends, bonus, or otherwise, to any member of the Association.
31. A member of the Board shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except:
  - a. repayment of out-of-pocket expenses incurred in the capacity of member of the Board;
  - b. interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
  - c. reasonable and proper rent for premises let to the Association; and
  - d. remuneration in return for services actually rendered to the Association by the Board member, or for goods supplied to the Association by the Board member in the ordinary course of business.
32. True accounts shall be kept of:
  - a. All sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place;
  - b. The property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them, that may be imposed by the Association for the time being; those accounts shall be open to the inspection of the members of the Association.
33. The accounts, books and records referred to above shall be kept at the Association's office or at such other place as the Board may decide.
34. The Board may in writing authorise any member of the Board or any employee of the Association to authorise payment of expenditure on its behalf. The authority given by the Board may be limited to a particular type of expenditure and may be limited to an amount specified in writing. Any member of the Board or employee/s of the Association who has been authorised by the Board pursuant to this clause may authorise payment of expenditure within the limits specified in writing addressed to such member or employee and any such authorisation will bind the Association as if it had been made by the Board.
35. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such signatories that are appointed by the Board.

#### **Dissolution of the Association**

36. A proposal to dissolve the Association may be put to a General Meeting of the Association by the Board or by a petition to the Board by not less than 50 members of the Association. A General Meeting must be convened within 30 days of the proposal being presented to the Board for the sole purpose of considering the proposal.
37. The General Meeting may recommend to the Board that the Association be dissolved and require the Board to conduct a poll of all members within 60 days in which the reasons for and against dissolution are clearly stated and a ballot paper requiring each member to vote for or against the proposition for dissolution is provided. The Public Officer shall have responsibility for conducting this poll and shall consult with and act on the advice of the State Electoral Commissioner in the conduct of the poll. The recommendation for dissolution shall fail unless at least 20% of all members vote and 75% of all those voting are in favour of the recommendation. Should the recommendation not be passed a similar proposal may not be presented for a further 12 months. Notwithstanding all of the above, should the recommendation for dissolution be able to show that the Association is insolvent or otherwise acting in a manner that is illegal or in significant breach of the Associations Incorporation Act then the General Meeting must approve the recommendation and the Board must implement its recommendations within 7 days.
38. Should the determination of the members at clause 37 be that the Association be dissolved the Board shall take full responsibility for the dissolution of the Association and in doing so ensure that any assets remaining after satisfying the Association's outstanding liabilities on dissolution will 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,
  - b. is not carried on for the profit or gain of its individual members; and in the opinion of the Board has objects and purposes commensurate with those of the Association and has rules preventing the distribution of assets and income to its members or to any third party whose objects and purposes are inconsistent with its own

### **Dispute Resolution**

39. The dispute resolution procedure set out in this rule applies to disputes under this Constitution between;
  - a. a member and another member
  - b. a member and the Association; andare to be followed unless the Board has mandated an alternative dispute resolution policy
40. The parties to the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
41. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before another independent third person agreed to by the parties.

42. In this clause “member” includes any person who was member not more than six months before the dispute occurred.

#### **By-Laws**

43. By-laws may be made under this constitution but must not be inconsistent with this constitution and are binding on the Association.
44. By-laws made pursuant clause 43 above can only be made by resolution of a General Meeting where notice of the proposed by-law is provided with the notice calling the meeting.
45. 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.

#### **Miscellaneous**

46. The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth of June next following.
47. The provisions of this Constitution (including the objectives of the Association) may be altered by a resolution of members at a General Meeting of the Association.
48. Notice of proposed amendment to the Constitution shall be given to the Convenor 21 days prior to the date of the General Meeting and shall be notified to members at least 14 days prior to the General Meeting.
49. The Association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two members of the Board.
50. The Association must not resign as a member of The Wilderness Society Australia Incorporated without approval at a General Meeting where notice of the intention to resign membership of TWS Australia is provided with the notice calling the meeting.
51. A Member may at any reasonable time inspect without charge the minutes of any meeting of the Association.

## ***By-Laws***

### **1. Criteria for Eligibility for Membership**

To be eligible to be a member of the Association, a person must:

- a. support the objects and purposes of the Association;
- b. be a resident in the state of South Australia 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 South Australia and either
- c. be a member of TWS Inc  
or
- d. be a person nominated by the Board to be a Member of the Association

### **2. Criteria for Eligibility for Election to the Board of Governance**

To be eligible to be elected or appointed to the Board of the Association, a person must:

- a. be a current member of the Association;
- b. have shown, to the satisfaction of the Board, that in the previous 6 months they have demonstrated a commitment to the objects and purposes of the Association.