

Change for The Wilderness Society (Sydney) Inc

November 2022

Dear Members,

We are continuing to improve the organisation of the Wilderness Society by changing our governance structures to better support delivery of our Purpose of '**protecting, promoting and restoring wilderness and natural processes across Australia for the survival and ongoing evolution of life on Earth**'. This letter introduces you to the thinking and background behind the next proposed change.

Over the years, the Wilderness Society has evolved from a small, grassroots organisation to a large national environmental movement. This evolutionary process resulted in a complicated legal organisational structure: with seven regional organisations; a national organisation; and an overarching federation. Each of these being a separate legal entity with its own governing body.

At a general meeting of Members in November 2015, after working with an independent governance group, the restructure began with a transfer of incorporation of the national organisation to The Wilderness Society Ltd (TWS Ltd), followed by an amalgamation of the national organisation and the federation.

With this major improvement completed, the Management Committees of The Wilderness Society Qld Inc and The Wilderness Society (Sydney) Inc, considered the various paths available to improve the structure and governance of how the Wilderness Society works in Australia. As a first step in 2016, with the aim of streamlining cross-organisational programs and processes, the organisations' operations were transferred to The Wilderness Society Ltd. This was followed in 2018 by a decision of The Wilderness Society's Members in Qld to wind up its incorporation.

The high level of community support, for Pilliga, Wollemi and New Laws campaigns led by the NSW Campaigns Manager based in Newcastle, a thriving Community Organising Program, strongly influencing the 2020 review of the Environment Protection, Biodiversity and Conservation Act, has shown that TWS Ltd, over the past 6 years, has successfully continued the Sydney and state-based work of The Wilderness Society. On the basis of the continued legacy of successful campaigning and organising in Sydney and New South Wales, increased community support through the Organising program and simplified administration, the Management Committee of TWS Sydney are confident in recommending a governance change to Members in Sydney.

The Management Committee are proposing to wind up TWS Sydney as a separately incorporated association, with its work to be carried on by TWS Ltd. As TWS Ltd is already successfully carrying on operations in Sydney and is governed by a Board with national oversight and regional representation, we believe it is well equipped with the perspectives, skills and experience to deliver our Purpose.

Attached are Q&As which we hope address some of the questions you may have, as well as the Notice of Special General Meeting including the resolutions to be put to Members.

Thank you again for your support of our organisation. With your help, the Wilderness Society continues to be a voice for nature – protecting the places we love, now and into the future.

Glen Klatovsky
Convenor, The Wilderness Society (Sydney) Inc.

FAQ

Q. **When was the need for change identified?**

A. In 2012, a review of the Wilderness Society and its structure was commissioned. It was undertaken by independent specialist consultants from *Associations Forum*, who describe themselves as “The leading organisation assisting associations and charities in governance, operations, membership and finances.” www.associations.net.au

The brief was to help the Wilderness Society have best practice organisation and governance without losing the grassroots participation of members around the country which makes us unique. The review identified a number of things that could be changed to improve the Australia-wide operation of the Wilderness Society.

Q. **Why would The Wilderness Society (Sydney) Inc. wind up?**

A. Based on the continued success of TWS in NSW since operational activities were transferred to TWS Ltd in 2016, the Management Committee is confident that TWS Ltd are successfully delivering the Purpose of the Wilderness Society in Sydney.

As a public company limited by guarantee, TWS Ltd offers stronger governance where its Constitution:

- improves the democratic and accountability processes of the national organisation;
- retains the ongoing involvement of regional perspectives in the national organisation;
- structures a board along current good practices guidelines;
- enhances member involvement in the national organisation.

Q. **What does this mean for me as a Member?**

A. We hope you will be more empowered as a Member, and better able to be involved in the governance of the organisation if you wish to be. Currently as a Member in Sydney you are a member of two organisations, TWS Sydney and TWS Ltd. Apart from the obvious duplication, this is complex and confusing to Members.

Winding up TWS (Sydney) Inc will remove duplication, and Members will remain Members of TWS Ltd

- whose constitution lays out extensive and clear Members’ rights and Directors’ obligations; and
- as a public company limited by guarantee, is subject to laws that are clearer than those for an incorporated association.

Q. **What does this mean for the Wilderness Society’s staff and volunteers?**

A. Staff and volunteers of TWS Sydney transferred to TWS Ltd at the time of the operational transfer in 2016. Since then the NSW Campaigns Manager has delivered wins around the proposed coal mines bordering the Wollemi National Park - part of the Greater Blue Mountains World Heritage Area - and there are two Community Organisers based in Sydney who have developed six teams who work on local issues and are ready to answer calls to action on Wilderness Society priority campaigns as needed.

Q. **What happens if the wind up is not supported?**

A. Things would remain as they are now, with TWS (Sydney) Inc remaining a shell operation whilst TWS Ltd manages Campaigns, Organising and Operations in NSW. We’d be disappointed by this outcome, as we would not be making a transition to best practice governance.