

## **STATEMENT OF PURPOSES OF THE WILDERNESS SOCIETY VICTORIA INC**

The purposes of The Wilderness Society Victoria Inc are—

1. To protect, promote and restore wilderness and natural processes in Victoria.
2. To take action in Victoria to protect, promote and restore wilderness and natural processes across Australia for the ongoing evolution of life on earth.
3. To contribute to national initiatives to protect, promote and restore wilderness and natural processes across Australia for the ongoing evolution of life on earth.



## CONSTITUTION OF THE WILDERNESS SOCIETY VICTORIA INC

### 1. *Name*

The name of the incorporated association is The Wilderness Society Victoria Inc.

### 2. *Definitions*

In these Rules, unless the contrary intention appears—

**"Act"** means the **Associations Incorporation Act 1981**;

**"Committee"** means the Committee of Management of the Association;

**"Committee Member"** means an officer of the Association or an ordinary member of the Committee;

**"Convenor"** means the person that holds office under these Rules as the Convenor of the Association;

**"Eligible Person "** means a person who—

- (a) has, within the last 6 months, volunteered for the Association for 20 hours; or
- (b) has, within the last 6 months, donated at least \$100 to the Association or to any other entity bearing the name "The Wilderness Society" and entitled to use the logo of the Association; or
- (c) is an employee of the Association (including where the person is on any form of leave)—

and is not an Ineligible Person pursuant to rule 7(7);

**"financial year"** means the year ending on 30 June;

**"general meeting"** means a general meeting of members convened in accordance with rule 11;

**"member"** means a person who is recorded in the Register of Members as a member of the Association;

**"office of the Association"** means the office of the Convenor, Treasurer or Secretary;

**"officer of the Association"** means the Convenor, Treasurer or Secretary;

**"ordinary member of the Committee"** means a member of the Committee who is not an officer of the Association;

**"person"** means a natural person;

**"public officer"** has the same meaning as in the Act;

**"Qualified Member of the Association"** means a member of the Association who—

- (a) has, within the last 12 months, volunteered 50 hours for the Association; or
- (b) has, in the opinion of the body which is appointing or electing the person (ie the Committee or general meeting, as the case applies), special skills or knowledge that are required by the Committee.

**"Register of Members"** means the register kept under rule 5;

**"Regulations"** means regulations under the Act;

**"relevant documents"** has the same meaning as in the Act;



**“Secretary”** means—

- (a) if a person holds office under these Rules as the Secretary of the Association—to that person; and
- (b) except for references to Secretary in this rule (ie the definitions of “office of the Association” and “officer of the Association”) and rule 21(3)(c) — in any other case, to the public officer of the Association;

**“special resolution”** has the same meaning as in the Act;

**"the Association"** means The Wilderness Society Victoria Inc;

**“Treasurer”** means the person that holds office under these Rules as the Treasurer of the Association.

### **3. *Alteration of the Rules***

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act and these Rules.

### **4. *Membership***

- (1) A person who was a member of the Association at the time of the incorporation of the Association is a member until the person ceases to be a member.
- (2) An Eligible Person may apply for membership of the Association. The application must—
  - (a) be made in writing; and
  - (b) be given to the Secretary.
- (3) If the Secretary receives an application under sub-rule (2), the Secretary must, subject to sub-rule (4), within 2 weeks of receipt of the application—
  - (a) seek further information from the applicant in order to determine whether the applicant was an Eligible Person at the time of the application; or
  - (b) determine that the applicant was an Eligible Person at the time of the application and enter the person’s name in the Register of Members; or
  - (c) determine that the applicant was not an Eligible Person at the time of the application and do the following—
    - (i) advise the applicant that the Secretary has determined that the person was not an Eligible Person at the time of the application; and
    - (ii) advise the next meeting of the Committee of the application and the reason that the Secretary determined that the person was not an Eligible Person.
- (4) Subject to sub-rule (5), the Secretary may—
  - (a) refrain from entering the applicant’s name in the Register of Members if the Secretary determines that the applicant undertook conduct unbecoming a member or prejudicial to the interests of the Association; and
  - (b) advise the next meeting of the Committee of the application and the reason that the Secretary refrained from entering the person’s name in the Register of Members.
- (5) If the Secretary determines that the applicant was not an Eligible Person under sub-rule (3)(c) or refrains, under sub-rule (4), from entering the person’s name in the Register of Members, the Committee must determine whether to approve or reject the decision of the Secretary. If the Committee determines that the person was an Eligible Person at the time of the application, the Committee must (unless it determines that the applicant undertook conduct unbecoming a member or prejudicial to the interests of the Association) ensure that—
  - (a) the applicant’s name is entered in the Register of Members; and

- (b) the applicant is advised that he or she is a member of the Association.
- (6) An applicant is entitled to exercise the rights of membership when his or her name is entered in the Register of Members.
- (7) A right, privilege, or obligation of a person by reason of membership of the Association—
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death, resignation, removal or otherwise; and
  - (c) is suspended if the person's membership is suspended.

#### **5. *Register of Members***

- (1) The Secretary must keep and maintain a register of members containing—
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

#### **6. *Ceasing membership***

- (1) A member may resign from the Association by giving notice in writing to the Secretary.
- (2) A member is deemed to resign from the Association if, at the date of the annual general meeting, the person is not an Eligible Person.
- (3) In the month prior to the annual general meeting, or at the annual general meeting, each member must advise the Secretary—
  - (a) (if the advice is provided prior to the annual general meeting) whether the person will be an Eligible Person at the date of the annual general meeting; and
  - (b) (if the advice is provided at the annual general meeting) whether the member is an Eligible Person.
- (4) If the member advises, under sub-rule (3), that he or she is (or will be) an Eligible Person at the date of the annual general meeting, the advice must outline the reason that the person is (or will be) an Eligible Person.
- (5) The Secretary must record in the Register of Members the date on which the member ceased to be a member, that date being—
  - (a) under sub-rule (1), the date on which the Secretary received the written resignation; or
  - (b) under sub-rule (2), the date of the annual general meeting which gave rise to the resignation.

#### **7. *Discipline, suspension and expulsion of members***

- (1) Subject to these Rules, if the Committee determines that a member has refused or neglected to comply with these Rules, or undertook conduct (either before or after becoming a member) 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.

- (2) A resolution to suspend or expel a person under sub-rule (1)—
  - (a) in relation to a person who is not a Committee Member, is effective from the date of the resolution of the Committee. However, the resolution can be revoked by a decision of a general meeting of the Association requested, in writing, by 5 members, within 28 days of the resolution of the Committee under sub-rule (1);
  - (b) in relation to a person who is a Committee Member, is of no effect unless—
    - (i) a general meeting of the Association is convened by the Secretary or Convener in accordance with rule 11 and held within 40 days of the resolution of the Committee under sub-rule (1); and
    - (ii) the general meeting of the Association, by resolution, determines that the member be:
      - (A) suspended from membership of the Association for a specified period; or
      - (B) expelled as a member of the Association.
- (3) If a meeting is requested under sub-rule (2)(a), the Secretary must convene a general meeting, in accordance with rule 11.
- (4) At the meeting convened under sub-rule (2)(b)(i) or (3), the suspended or expelled member is entitled to have the Committee explain to the meeting the reasons for its decision and the suspended or expelled member is entitled to make an explanation in reply.
- (5) The Secretary must record in the Register of Members the date on which the member ceased to be a member, that date being—
  - (a) in relation to a person who is not a Committee Member and is expelled or suspended under this rule, the date of the resolution of the Committee; and
  - (b) in relation to a Committee Member expelled or suspended under this rule, the date of the resolution of the general meeting which determined that the person be expelled or suspended.
- (6) For a suspension, the Secretary must also record in the Register of Members when the person recommenced being a member of the Association.
- (7) A person who is expelled from the Association is, for the purposes of these Rules, an Ineligible Person until the Committee determines that:
  - (a) there are special circumstances; and
  - (b) it would not be prejudicial to the interests of the Association for the person to become a member of the Association.

## **8. Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) 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 of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
  - (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement—
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **9. Annual general meetings**

- (1) The Committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting is to—
  - (a) confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) elect the Committee Members; and
  - (d) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any other business of which notice has been given in accordance with these Rules.

#### **10. Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings, other than the annual general meeting, are special general meetings.
- (3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) The Committee must, on the request in writing of 5 members, convene a special general meeting of the Association.

- (5) The request for a special general meeting must—
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be given to the Secretary.
- (6) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is given to the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (7) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner, so far as possible, as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

#### **11. *Notice of general meetings***

- (1) The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (3) A member intending to bring any business before a meeting may notify the Secretary of that business, who must include that business in the notice calling the next general meeting.

#### **12. *Quorum at general meetings***

- (1) Subject to sub-rule (3), no item of business may be conducted at a general meeting unless a quorum of 5 members is present at the time when the meeting is considering that item.
- (2) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
  - (a) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - (b) in any other case—the Secretary or Convener may adjourn the meeting to another time, which is at least one week later. The Secretary must provide notice to all of the members, at least 6 days before the adjourned meeting, of the time and place of that meeting.
- (3) If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

#### **13. *Presiding at general meetings***

The Committee shall appoint a Chairperson to facilitate at each general meeting of the Association or, in the absence of a Committee decision, the meeting shall elect a person to facilitate the meeting.

#### **14. *Who is present at a general meeting***

- (1) A general meeting may let its members take part in a meeting by telephone or any other means of communication.
- (2) A member, taking part in a meeting as allowed under sub-rule (1), is taken to be present at the meeting.



### **15. Decision making at all meetings of the Association**

- (1) Decisions at all meetings of the Association (including Committee meetings and general meetings) must be made by “consensus” or “modified consensus” of those present (no proxies), defined as follows (and supplemented by any policy adopted by the Association, which is not inconsistent with the following procedure)—
  - (a) Wherever possible, decisions should be made by consensus (ie unanimous agreement).
  - (b) Where agreement cannot be reached unanimously, the meeting must consider deferring the decision and subjecting the issue to further debate or handing the matter to a suitably constituted sub-committee or working group which can work in detail through the issues and recommend solutions.
  - (c) However, if a three quarters majority (75%) of those voting determines that the decision should not be delayed, then the "trigger mechanism" is activated and the decision must be made using the following procedure—
    - (i) a procedural vote to suspend consensus is called for and is seconded;
    - (ii) a three quarters majority (75%) of those voting 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%) of those voting. If this vote is successful, the motion is considered accepted by “modified consensus”.
- (2) For the purposes of sub-rules (1)(a) and (1)(b), whether there is unanimous agreement is assessed by reference to those people who are part of the decision making process. For example, if there are 8 Committee Members at a Committee meeting and two members abstained from being part of the decision making process (eg because of a conflict of interest), there would be a unanimous decision if all of the other members agreed to the proposed decision.

### **16. Adjournment of meetings**

- (1) By resolution, a meeting (including a general meeting or a Committee meeting) may be adjourned from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a general meeting of the Association is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 11.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **17. Minutes of meetings**

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

### **18. The Committee**

- (1) The business and affairs of the Association are managed by the Committee.

- (2) The Committee—
  - (a) may, subject to these Rules, the Act and the Regulations, 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, the Act or the Regulations to be exercised by general meetings of the members; and
  - (b) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be necessary for the proper management of the business and affairs of the Association.
- (3) The Committee consists of—
  - (a) the officers of the Association; and
  - (b) up to 6 ordinary members of the Committee.

### **19. *Officers of the Association***

- (1) An officer of the Association—
  - (a) must be a Qualified Member of the Association at the time of his or her appointment or election;
  - (b) may only hold one office of the Association; and
  - (c) cannot also be an ordinary member of the Committee.
- (2) Subject to the Rules, each officer holds office until the conclusion of the annual general meeting next after the date of his or her election but is eligible for re-election.
- (3) In the event of a casual vacancy in any office of the Association, the Committee may appoint one of its members to the vacant office and the member appointed holds that office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (4) If an officer of the Association becomes an employee of the Association, the person ceases to be an officer of the Association.

### **20. *Ordinary members of the Committee***

- (1) An ordinary member of the Committee must be a Qualified Member of the Association at the time of his or her appointment or election.
- (2) An ordinary member of the Committee cannot be an employee of the Association.
- (3) Subject to the Rules, each ordinary member of the Committee holds office until the conclusion of the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of there being fewer than 6 ordinary members of the Committee, the Committee may appoint a member of the Association to be an ordinary member of the Committee and the member appointed holds office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) If an ordinary member of the Committee becomes an employee of the Association, the person ceases to be an Ordinary member of the Committee.

### **21. *Election of Committee Members***

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must be—
  - (a) made in writing by the candidate; and

- (b) given to the Secretary.
- (2) If there are one or more people who nominate to be an officer of the Association or an ordinary member the Committee, the general meeting must (in accordance with rule 15) elect the members of the Committee. (Even if there is only one nomination for an office, the general meeting may determine not to elect the person to that office.)
- (3) The general meeting must consider the offices in the following order—
  - (a) the Convener;
  - (b) the Treasurer;
  - (c) the Secretary;
  - (d) the ordinary members of the Committee.
- (4) The general meeting may elect—
  - (a) if there are at least 6 nominations for the office of an ordinary member of the Committee, up to 6 ordinary members of the Committee; and
  - (b) if there are fewer than 6 nominations for the office of an ordinary member of the Committee, a number of ordinary members of the Committee, which is up to the number of nominations.

## **22. Vacancies**

The office of a Committee Member, becomes vacant if the person—

- (a) ceases to be a member of the Association (under rule 6 or 7); or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from the office by notice in writing given to the Secretary; or
- (d) is absent from 3 Committee meetings in a row and such absence has not been approved beforehand by the Committee; or
- (e) is removed by the Association under rule 26.

## **23. Meetings of the Committee**

- (1) The Committee must meet at least 3 times in each calendar year at such place and such times as the Committee may determine.
- (2) Meetings of the Committee may be convened by the Convenor, the Secretary or by any 3 Committee Members.
- (3) The Committee and any sub-committee may let its members take part in any or all of its meetings by telephone or any other means of communication.
- (4) A Committee or sub-committee member taking part in a meeting as allowed under sub-rule (3) is taken to be present at the meeting.

## **24. Notice of Committee meetings**

- (1) Written notice of each Committee meeting should be given to each Committee Member, at least 2 business days before the date of the meeting, specifying the general nature of the business to be conducted.
- (2) A Committee meeting may only address the business that:
  - (a) was specified in the written notice, which was given to each Committee Member in accordance with sub-rule (1); or

- (b) (other than in relation to a decision under rule 7) a specified number of the Committee Members agree to the meeting addressing. (For the purpose of this sub-rule, a “specified number” is the number which is one fewer than the number of Committee Members.)

#### **25. *Quorum for Committee meetings***

- (1) Any 3 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) The Committee may act notwithstanding any vacancy on the Committee.

#### **26. *Removal of Committee Members***

The Association in general meeting may, by resolution—

- (a) remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member; and
- (b) if an office of the Association is vacant, appoint a member of the Association to be an officer of the Association; and
- (c) if there are fewer than 6 ordinary members of the Committee, appoint a member of the Association to be an ordinary member of the Committee.

#### **27. *Funds***

- (1) The Treasurer of the Association must—
  - (a) ensure that the Association keeps the correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
  - (b) ensure that the payments of the Association are authorised by the Association; and
  - (c) provide advice to the Committee regarding the financial affairs of the Association and, if the accounts of the Association need to be audited, the appointment of an auditor.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two people, with those people being either Committee Members or employees of the Association.
- (3) The funds of the Association shall be derived from donations and such other sources as the Committee determines.
- (4) The assets and income of the Association must be applied solely for the purposes of the Association and no portion may be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

#### **28. *Seal***

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

### **29. Notice to members**

Any notice that is required to be given to a member, under these Rules (including notice under rule 24) may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by courier or prepaid post addressed to the member at that member's address shown in the Register of Members; or
- (c) electronic transmission (including facsimile or email).

### **30. Winding up**

- (1) Subject to sub-rule (2), in the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.
- (2) In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities must be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

### **31. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep all books, documents and securities of the Association—
  - (a) in his or her custody or under his or her control; or
  - (b) at an office where the Association conducts its business.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **32. Transitional provisions relating to Committee Members**

In accordance with Part 4 of the Act, these Rules replace the Rules that applied to the Association from the date of the Association's creation on 2 December 2005 (**'Previous Rules'**). The following transitional provisions apply—

- (a) the person who was the President of the Association under the Previous Rules is the Convener; and
- (b) the person who was the Deputy President of the Association under the Previous Rules is an ordinary member of the Committee—

until the office becomes vacant under rule 22, or the conclusion of the next annual general meeting.

**THE STATEMENT OF PURPOSES**

**AND**

**RULES**

**OF**

**THE WILDERNESS**

**SOCIETY**

**VICTORIA INC**

**As approved at the general meeting of the Association on  
19 November 2011**

**Incorporation No. A0048100P**

**THE WILDERNESS SOCIETY VICTORIA INC STATEMENT OF  
PURPOSES & RULES**

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