



## **THE WILDERNESS SOCIETY (SOUTH AUSTRALIA) Inc**

### **CONSTITUTION**

Approved 15 August 2013  
Amended 29 September 2022

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**CONSTITUTION  
OF  
THE WILDERNESS SOCIETY (SOUTH AUSTRALIA) Inc  
29 September 2022**

**1. Name of Association**

The name of the Association shall be The Wilderness Society (South Australia) Inc (“the Association”).

The Association shall be located at Adelaide in South Australia and such other places as shall be approved by the “Board of Governance” or “Board”.

**2. Definitions in this Constitution**

**Wilderness:**

Wilderness is any remote area of land or sea which, following thousands of years of First Nations' Traditional Ownership, continues to support large, intact functioning ecosystems unaffected, or affected to only a minor extent, by the impacts of modern industrial society.

**The Wilderness Society alliance:**

The Wilderness Society alliance comprises The Wilderness Society Ltd and The Wilderness Society Newcastle Incorporated; The Wilderness Society (Tasmania) Inc; The Wilderness Society Victoria Inc; The Wilderness Society WA Inc and The Wilderness Society (South Australia) Inc.

**3. Objects**

The purposes of the Association are whether independently or in cooperation with members of The Wilderness Society alliance, or other like-minded organisations, to take constructive action to protect, promote and restore wilderness and natural processes on the lands and seas of South Australia and beyond.

**4. Powers of the Association**

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 for employment.

## **5. Membership**

### **5.1. Members**

The members of the Association shall be any person who meets the Criteria for Eligibility under By-Law 1 and has been entered on the database of The Wilderness Society Limited or the database of The Wilderness Society (South Australia) Inc as a Member. On entry on the membership database, members join both The Wilderness Society Ltd and The Wilderness Society (South Australia) Inc.

### **5.2. Cessation of Membership**

**5.2.1.** Members may resign as members by written notice to the Secretary of the Association [sa@wilderness.org.au](mailto:sa@wilderness.org.au)

**5.2.2.** 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-Law(s) of the Association.

**5.2.3.** 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 of a member or prejudicial to the interests of the Association, the Board may by resolution suspend that member from membership of the Association for a specified period or expel that member from the Association.

**5.2.4.** A resolution of the Board to suspend or expel a member can be revoked by a decision of a General Meeting of the Association.

**5.2.5.** 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.

**5.2.6.** 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.

## **6. Board of Governance (the Board)**

### **6.1. Powers of the Board**

Except as otherwise provided for in this Constitution, the affairs of the Association shall be managed by a Board of Governance ("the Board").

### **6.2. Membership of the Board**

The Board of Governance shall consist of up to nine persons who shall be elected by members or otherwise appointed as per this Constitution.

**6.3. Board Term**

- 6.3.1. Subject to clause 6.3.3 each Board member shall hold office for three consecutive years.
- 6.3.2. 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.
- 6.3.3. 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 they have replaced.

**6.4. Co-option to the Board**

The Board has the power to co-opt members onto the Board if a vacancy should arise.

**6.5. Operation of the Board**

- 6.5.1. 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.
- 6.5.2. The Convenor may (or shall upon receiving a request from three members of the Board) convene a special meeting of the Board upon giving 24 hours' notice to all members of the Board.
- 6.5.3. A Board member will be deemed to have resigned from the Board if they are absent from three (3) meetings in a row and such absence has not been approved beforehand by the Board.
- 6.5.4. 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 shall not vote on any matter for decision before the Board.

**6.6. Office Bearers**

- 6.6.1. At its first meeting each year, the Board shall elect a Convenor, a Secretary and a Treasurer from amongst its members.
- 6.6.2. In addition to any tasks and responsibilities which the Board or this Constitution or By-Laws may allocate to particular officers:
  - 6.6.2.1. A Convenor shall lead the Association by driving strategic planning and having oversight of the running of the Association between meetings of the Board; ensure that meetings are called as required by this Constitution or on other occasions as appropriate; and
  - 6.6.2.2. ensure that meetings are run according to this Constitution and in an orderly manner

- 6.6.2.3. A Secretary shall ensure that accurate records of all meetings are kept and that all records of the Association are kept in an orderly fashion
- 6.6.2.4. A Treasurer shall ensure that 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 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; an annual budget is prepared and approved by the Board and a financial statement is submitted to each Board meeting.

**6.7. Election to the Board of Governance**

- 6.7.1. 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.
- 6.7.2. Notice calling for nominations and stating the period for nomination, and the Objects of the Association, shall be sent to all members of the Association by email. Such notice shall be sent at least 35 days before the upcoming Annual General Meeting.
- 6.7.3. Other persons shall be eligible to stand for election provided that a member of the Association, other than the nominee, has nominated that person at least 35 days before an upcoming Annual General Meeting by delivering to the Secretary of the Association at [sa@wilderness.org.au](mailto:sa@wilderness.org.au) the nomination and a statement of not more than 250 words which outlines the candidate's potential to contribute to the meeting of the Objects of the Association. The nomination shall be signed by the Proposer and the Nominee.
- 6.7.4. Nominations and each candidate's statement must be received by the Secretary of the Association at [sa@wilderness.org.au](mailto:sa@wilderness.org.au) no later than 21 days before the upcoming Annual General Meeting.
- 6.7.5. Notice of all eligible persons seeking election to the Board, along with their statements, shall be emailed to all members of the Association not later at least 14 days before the upcoming Annual General Meeting.
- 6.7.6. Where more candidates are nominated than there are vacancies to be filled, then the election shall be by electronic poll conducted by a company specialising in such polls. Voting instructions shall be sent to all members with the email containing details of the candidates.
- 6.7.7. The election for membership of the Board shall close at least 7 days before the upcoming Annual General Meeting.
- 6.7.8. Staff members of the Association are not eligible for a Board position.

**6.7.9.** The nominees receiving the greatest number of votes shall be elected at the upcoming Annual General Meeting

**6.7.10.** 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.

**6.8. Board Register**

**6.8.1.** 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”).

**6.8.2.** The Register must show the names of the current Board members, the position each member holds on the Board, how long each board member has been a member of the Board, and the dates on which they were elected.

**6.8.3.** At the commencement of the Register:-

**6.8.3.1.** two (2) of the members of the Board chosen by random ballot shall be deemed to have already held office for two years

**6.8.3.2.** two (2) of the members of the Board chosen by random ballot shall be deemed to have already held office for one year

**6.8.3.3.** two (2) of the members of the Board chosen by random ballot shall be deemed to have held no time in office

**6.8.3.4.** the Register shall be shown to reflect subparagraphs 6.8.3.1 - 6.8.3.3

**7. Finances**

**7.1.** 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.

**7.2.** The income and property of the Association, however derived, shall be applied solely towards the promotion of the Objects 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.

**7.3.** 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:

**7.3.1.** repayment of out-of-pocket expenses incurred in the capacity of member of the Board

**7.3.2.** 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

**7.3.3.** reasonable and proper rent for premises let to the Association

**7.3.4.** 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.

- 7.4.** True accounts shall be kept of:
- 7.4.1.** all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place
  - 7.4.2.** the property, credits, and liabilities of the Association shall be open to the inspection of the members of the Association, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association.
- 7.5.** 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.
- 7.6.** 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.
- 7.7.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such signatories that are appointed by the Board.
- 7.8.** 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 the following year.

**8. Common Seal**

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.

**9. Meetings**

**9.1. Quorum**

No item of business shall be transacted at a Board Meeting, General Meeting of members, Annual General Meeting of members 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:-

- 9.1.1.** six (6) members for a General Meeting other than a meeting called under clause 11.1
- 9.1.2.** fifty (50) members for a General Meeting called under clause 11.1 to consider a proposal to dissolve the Association
- 9.1.3.** four (4) Board members for a Board meeting, or
- 9.1.4.** specified in a resolution of the Board for any other meeting.



## **9.2. General Meetings**

- 9.2.1.** A General Meeting of the Association may be called by the Board, or must be called within 30 days of a request made in writing by not less than 5% of the members of the Association and being delivered to the Convenor at [sa@wilderness.org.au](mailto:sa@wilderness.org.au)
- 9.2.2.** Members of the Association must be given at least 21 days' notice of any General Meeting, such notice shall be given by email. The notice shall state the purpose of the meeting.
- 9.2.3.** A General Meeting may be convened to occur at two or more venues using any technology that gives members a reasonable opportunity to participate in the meeting.
- 9.2.4.** A General Meeting convened in accordance with this rule is not invalidated due to failure of technology unless the failure arose out of the conduct of an Officer which was not made in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.
- 9.2.5.** A General Meeting of the Association has the power to:
- 9.2.5.1.** 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
  - 9.2.5.2.** revoke a decision of Board to expel or suspend a member as per clauses 5.2.2 and 5.2.3 of this Constitution always provided that it can show due cause consistent with clause 5.2.2 of this Constitution why such expulsion should be revoked
  - 9.2.5.3.** decide any matter referred to the General Meeting by the Board
  - 9.2.5.4.** 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.

## **9.3. Annual General Meetings**

- 9.3.1.** The Association shall hold an Annual General Meeting in each year.
- 9.3.2.** 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.

- 9.3.3. The Annual General Meeting shall be specified as such in the notice convening it and at least 35 days' notice of the meeting shall be emailed to all Members of the Association. Such notice shall include all matters to be dealt with at the Annual General Meeting. The notice shall also call for nominations for vacant Board positions in accordance with clause 6.7.3.
- 9.3.4. The ordinary business of the Annual General Meeting shall be:
  - 9.3.4.1. 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
  - 9.3.4.2. to consider the accounts and reports of the Board and the Auditor's report (if an Auditor's report is required)
  - 9.3.4.3. to announce and formally appoint any Board members elected in the poll
  - 9.3.4.4. to appoint an auditor should the Association be a prescribed Association under the Associations Incorporation Act
  - 9.3.4.5. to allow members to ask questions of the Board.
- 9.3.5. An Annual General Meeting may be convened to occur at two or more venues using any technology that gives members a reasonable opportunity to participate in the meeting.
- 9.3.6. An Annual General Meeting convened in accordance with this rule is not invalidated due to failure of technology unless the failure arose out of the conduct of an Officer which was not made in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.

#### 9.4. **Decision Making**

- 9.4.1. Decisions at all meetings shall be made, with no proxies, by consensus or "modified consensus" except the following decisions, which shall be put to a vote:- confirmation of minutes, acceptance of the Treasurer's report, acceptance of the Auditor's report and the appointment of the Auditor.
- 9.4.2. Wherever possible, decisions shall be made by consensus (ie unanimous agreement).
- 9.4.3. Where agreement cannot 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.
- 9.4.4. However if a three quarters majority (75%) determine that the decision cannot be delayed, then the "trigger mechanism" is activated in the following sequence:
  - 9.4.4.1. a procedural vote to suspend consensus is call for and is seconded
  - 9.4.4.2. a three quarters majority (75%) is required to suspend consensus
  - 9.4.4.3. if consensus is suspended, the original (substantive) motion is then put and seconded

- 9.4.4.4. the motion is debated,
- 9.4.4.5. 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.

## **10. Dispute Resolution**

- 10.1. The dispute resolution procedure set out in this rule applies to disputes under this Constitution between (1) a member and another member or (2) a member and the Association, and is to be followed unless the Board has mandated an alternative dispute resolution policy.
- 10.2. 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 the parties.
- 10.3. 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.
- 10.4. In this clause “member” includes any person who was a member not more than six months before the dispute occurred.

## **11. Dissolution of the Association**

- 11.1. 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.
- 11.2. The General Meeting may recommend to the Board that the Association be dissolved and require the Board to conduct within 60 days an electronic poll of all members, organised by a firm specialising in electronic polls. The poll shall include clearly stated reasons for and against dissolution and require each member to vote for or against the proposition for dissolution.
- 11.3. 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.
- 11.4. 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.

**11.5.** Should the determination of the members at clause 11.1 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:-

**11.5.1.** has been approved by the Commissioner of Taxation as exempt from income tax

**11.5.2.** is not carried on for the profit or gain of its individual members

**11.5.3.** 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.

## **12. Amendments to the Constitution**

**12.1.** The provisions of this Constitution (including the Objects of the Association) may be altered by a resolution of members at a General Meeting of the Association.

**12.2.** Notice of proposed amendment(s) to the Constitution shall be given to the Convenor 35 days prior to the date of the General Meeting and shall be notified to members at least 21 days prior to the General Meeting.

## **13. Miscellaneous**

**13.1.** The Association shall not resign as a member of The Wilderness Society alliance without approval at a General Meeting where notice of the intention to resign membership of The Wilderness Society alliance is provided with the notice calling the meeting.

**13.2.** A Member may at any reasonable time inspect the minutes of any meeting of the Association without charge.

## **14. Making of By-Laws**

**14.1.** By-Laws may be made under this Constitution but must not be inconsistent with this Constitution and are binding on the Association.

**14.2.** By-Laws made pursuant clause 14.1 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.

**14.3.** 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.

**15. Established By-Laws**

**15.1. Criteria for Eligibility for Membership**

To be eligible to be a member of the Association, a person must (1) be a resident of South Australia and (2) be bound by the TWS SA Constitution.

**15.2. 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 (1) be a current member of the Association and (2) be bound by the TWS SA Constitution.

End