

**NSW Wildlife Council Inc.**  
**Constitution**

**(Approved SGM held on  
24 November 2015)**



## Document Control

	<b>Date</b>	<b>Autho</b>	<b>Comments</b>
1.0	15 Nov 06	Stan Wood	Original version submitted to the NSW Office of Fair Trading.
2.0	27 Aug 08	Stan Wood	Inclusion of clauses adopted by special resolution at the NWC meeting held 12 Aug 2008 to establish a public gift fund.
3.0	23 Apr 10	Julia McConnell	SGM 24 Mar 10 to update Constitution to include changes to definitions, quorum, teleconferencing & voting.
4.0	20 Sep 11	Brian Chetwynd	Inclusion of clauses adopted by special resolution at NWC AGM held on Sun 28 August 2011 to amend Section 15 (1); 15 (4);16 (1); 21 (1).
5.0	22 May 12	Philip Machin & Meredith Ryan	General update and to comply with the Associations Incorporation Act 2009. Adjust paragraph headings to the model constitution.
6.00	24 August 2014 (Lodged Service NSW 5-9-2014)	Meredith Ryan	Winding Up clause added to conform to requirements of Australian Charities and Not-for-Profits Commission charitable listing
7.00	24 November 2015 (Lodged Service NSW 26-11-2015)	Meredith Ryan	Amend clause 14 (1) (b) to increase number of general committee members

This constitution for the NSW Wildlife Council Inc (NWC) is based on the Model Constitution for incorporated associations published by NSW Fair Trading under the NSW Associations Incorporation Act 2009.

# **New South Wales Wildlife Council**

## **Mission Statement**

Achieving optimal outcomes for Australian wildlife.

## **Objectives**

The Council will:

- Act as the peak representative body for licensed wildlife rehabilitators in New South Wales.
- Foster the sharing of available resources among rehabilitators and collect, assemble and disseminate accurate and up to date information on all aspects of wildlife care, rescue, rehabilitation and release.
- Develop State/National standards and codes of practice for both captive wildlife management and the training of rehabilitators and through education and training maximize the welfare outcomes for native animals.
- Act as an independent advisory Council to all levels of Government, business and the community on wildlife rehabilitation and habitat conservation.
- Work with equivalent councils from other states and territories towards the creation of a national wildlife rehabilitation council.
- Work for the interests and needs of wildlife rehabilitators
- Undertake such other representations, programs and activities as may, at the discretion of the Council, be considered necessary and proper.
- Establish and maintain a Public Fund to be called the NWC Public Gift Fund for the specific purpose of supporting the environmental objectives and functions of the NSW Wildlife Council (NWC). The fund is established to receive all gifts of money and property for this purpose and any money received because of such gifts shall be credited to its bank account.

## **Functions**

The Council may pursue its objectives by engaging in the following:

- Establish and maintain (within the legislative and regulatory framework) codes of practice and State/National standards for wildlife care.
- Promote the registration of education and training standards for licensed wildlife rehabilitators.
- Provide considered advice on any wildlife care/rehabilitation matters where applicable.
- Promote networking and dialogue between all those involved in wildlife health and welfare.
- Represent and provide a collective voice for its constituents.
- Liaise with relevant government ministers and departments regarding the work and outcomes of the Council.
- Establish working groups or seek wider consultation to assist it in carrying out its

functions as deemed necessary

- Advance and promote community awareness, interest and support for native wildlife welfare and conservation.
- Seek funding for pursuing the Council's objectives.
- Liaise with other State Councils in the creation of a National Council.

## **Membership**

Membership of the NWC will be open to groups and individuals licensed by the Office of Environment & Heritage under the National Parks & Wildlife Act 1974 to rehabilitate native fauna.

## **Appointment of Members Representatives**

- Licensed rehabilitation groups will constitute the voting membership of the NWC. Each licensed wildlife rehabilitation group will determine the method of appointment of the member(s) who will represent it on the Council.
- The number of representatives each licence holder is entitled to on the NWC will be one per licence and one group vote for independent licence holders. For this document the term group will also refer to independent licence holders who have one group vote. Each licensed group may also nominate an alternate representative. The representative and alternate must be endorsed by the appointing group's Board or Management Committee annually.
- Persons will be elected annually by fellow NWC representatives for the positions of chair, vice-chair, secretary, treasurer, media officer, and two general members to form the Management Committee; and for the non Management Committee positions of public officer, webmaster, fundraising officer and education officer.
- The Management Committee office bearers shall comprise the chair, vice-chair, secretary, treasurer and media officer. Alternates are not eligible to be Management Committee office bearer members, but may hold other elected positions.
- The Council may by special resolution, instigate a mechanism to allow variation to the representation entitlements of affiliated licensed carer groups and the process of representative selection.

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Amended 01-09-2014

# Part 1 Preliminary

## 1 Definitions

(1) In these clauses:

**Members Representatives**, who will comprise the voting members of the Council, are to be individual authorised members of an organisation, or an Independent General Licensee (IGL) licensed by the Office of Environment and Heritage (NSW) to carry out the rescue, rehabilitation and release of native wildlife.

**Association** means the New South Wales Wildlife Council.

**Commissioner** means the Commissioner of NSW Fair Trading.

**Director General** means the Director General of the Department of Finance and Services.

**A person** includes:

- (a) a natural person;
- (b) an incorporated body of persons;
- (c) an unincorporated body of persons;
- (d) a trust; and
- (e) a body politic

**Secretary** means:

- (a) the person holding office under these clauses as secretary of the Council, or
- (b) if no such person holds that office – the public officer of the Council.

**General Meeting** includes a routine General Meeting, including the Annual General Meeting (AGM).

**Special General Meeting (SGM)** means a general meeting of the Council that discusses specific predetermined issues only, as distinct from a routine General Meeting or an AGM.

**The Act** means the Associations Incorporation Act 2009.

**The Regulation** means the Associations Incorporation Regulation 2010.

**Register of Environmental Organisations** means the Commonwealth of Australia's Tax Deductibility Scheme for Environmental Organisations.

**The Department** means the NSW Office of Environment and Heritage (OEH), which is responsible for licensing wildlife rehabilitators.

(2) In these clauses:

- (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 clauses in the same manner as those provisions would so apply if these clauses were an instrument made under the Act.

## **Part 2 Membership**

### **2 Membership generally**

- (1) Membership of the NWC will be open to groups and individuals licensed by OEH under the National Parks & Wildlife Act 1974 to rehabilitate native fauna.
- (2) A person is eligible to be a member's representative on the Council if :
  - (a) They have been appointed and endorsed by their member group's Board or Committee of Management or:
  - (b) In the case of an IGL representative, has the majority support of IGL holders.
- (3) Member groups and IGLs should:
- (4) give timely advice to the Secretary of their primary representative and alternate;
- (5) due notice of intention to change representative or alternate; and
- (6) ensure attendance at meetings (in person or by teleconference).
- (7) Member groups and IGLs are to confirm and advise the Secretary of their representatives for the following year prior to the AGM.
- (8) Subject to unforeseen circumstances, member group and IGL representatives are expected to remain in place for a complete year (AGM to AGM) to ensure continuity.

### **3 Nomination of member groups.**

- (1) Nomination of a member group to the Council:
  - (a) must be made by a member group of the Council in writing in the form set out in Appendix 1 to these clauses, and
  - (b) must be lodged with the secretary of the Council.
- (2) As soon as practicable after receiving a nomination for a member group, the secretary must refer the nomination to the Council. Representatives would have a maximum of fourteen days to notify the Management Committee of any reason why the application should not be granted.
- (3) Any objection must be considered and voted upon by the Council within fourteen days of it being lodged.
- (4) As soon as practicable after the Council makes that determination, the Secretary must:
  - (a) notify the nominee, in writing, that the Council has approved or rejected the nomination (whichever is applicable), and
  - (b) if the Council approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these clauses by a member as entrance fee and annual subscription.
- (5) the Secretary must, on payment by the nominee of the amounts referred to in clause (8) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Council.
- (6) No decision of the Council acts to limit the freedom of any member to take action on any matter which it thinks fit. However in taking action independently



of the Council, a member shall not use the Council's name or purport to represent the Council in any way.

- (7) No person other than a member of the Management Committee or a person authorised by it to do so, shall make any public statement on behalf of the Council.

#### **4 Cessation of representation**

A person ceases to be a representative to the Council if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Council;
- (d) if a body of persons, is wound up, dissolved or disassociated in any way or becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (e) is formally replaced as a member representative by their member group.

#### **5 Membership entitlements not transferable**

A right, privilege or obligation which a person or group has by reason of being a member of the Council:

- (a) is not capable of being transferred or transmitted to another person or group, and
- (b) terminates on cessation of the group's or IGL -membership.

#### **6 Resignation of membership**

- (1) A member of the Council is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Council who has paid all amounts payable by the member to the Council in respect of the member's membership may resign from membership of the Council by first giving to the secretary written notice of at least one month (or such other period as the Council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the Council ceases to be a member under clause (2) and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7 Register of members and member's representatives**

- (1) The Public Officer of the Council must establish and maintain a register of members of the Council, and their respective representatives specifying the name and address of each representative and the name of their member group together with the date on which the membership commenced. The Public Officer must hold an up to date copy of the register.
- (2) The register of members must be kept at the principal place of administration of the Council and must be open for inspection, free of charge, by any member of the Council at any reasonable hour.
- (3) A member of the Council may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Council, that other amount.

- (4) If a member requests that any information contained on the register about the member (other than the member's name), not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and subscriptions**

- (1) A member of the Council must, on admission to membership, pay to the Council a fee of \$1 or, if some other amount is determined by the Council, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the Council must pay to the Council an annual membership fee of \$2 or, if some other amount is determined by the Council, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **9 Members' liabilities**

The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by clause 8.

## **10 Resolution of internal disputes**

- (1) Disputes are to be dealt with in accordance with the Council's Conflict Management Guidelines.
- (2) Disputes that cannot be resolved shall be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## **11 Disciplining of member's representatives and member groups**

- (1) A complaint may be made to the Management Committee by any person that a representative to the Council:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these clauses, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Council.
  - (c) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (2) On receiving such a complaint, the Management Committee:

- (a) must cause notice of the complaint to be served on the representative concerned;
  - (b) must give the representative at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint;
  - (c) must take into consideration any submissions made by the representative in connection with the complaint; and
- (3) The Council may, by resolution, expel the representative from the Council or suspend the representative from the Council if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Council expels or suspends a representative, the secretary must, within 7 days after the action is taken, cause written notice to be given to the representative of the action taken, of the reasons given by the Council for having taken that action and of the representative's right of appeal under clause 12.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the representative is entitled to appeal against the resolution concerned, or
  - (b) if within that period the representative exercises the right of appeal, unless and until the Council confirms the resolution under clause 12,
- whichever is the later.
- (6) With regard to disciplining member groups, if the majority of the Council membership finds that the actions of a member group are incompatible with the aims, objectives or values of the Council, then a process of negotiation between the Council and the group in question may be initiated to resolve the matter. If the issue cannot be resolved within 90 days, a group may have its membership revoked by a majority vote of not less than 75% of the council members.

## **12 Right of appeal of disciplined representative**

- (1) A representative may appeal to the Council in a general meeting against a resolution of the Council under clause 11, by lodging with the secretary a notice to that effect within 7 days after notice of the resolution is served on the representative.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the representative intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a representative under clause (1), the secretary must notify the Council, which is to convene a general meeting of the Council to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Council convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Council and the representative must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the representatives present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Council passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The Management Committee**

### **13 Powers of the Management Committee**

Subject to the Act, the Regulation, this constitution and to any resolution passed by the Council in general meeting, the Management Committee:

- (a) is to control and manage the affairs of the Council, and
- (b) may exercise all such functions as may be exercised by the Council, other than those functions that are required by these clauses to be exercised by a general meeting of members of the Council, and
- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Council.

### **14 Composition and membership of the Management Committee**

- (1) The Management Committee is to consist of:
  - (a) the office-bearers of the Council and
  - (b) a minimum of two other members, who are not required to be office bearers.
- (2) The office-bearers of the Council are to be:
  - (c) the chair
  - (d) the vice-chair
  - (e) the treasurer
  - (f) the secretary and
  - (g) the media officer
- (3) Each member of the Management Committee is, subject to these clauses, to hold office until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Management Committee, the Council may appoint a member of the Council to fill the vacancy and the member so appointed is to hold office, subject to these clauses, until the conclusion of the AGM next following the date of the appointment.
- (5) A member of the Management Committee, who is not an office bearer, may be an alternate delegate, subject always to clause 22 (2).

### **15 Election of Management Committee members**

- (1) Nominations of candidates for election as office-bearers and Management Committee members of the Council
  - (a) may be made in writing, signed by 2 members representatives of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) may be delivered to the secretary of the Council prior to the holding of the AGM at which the election is to take place.
- (2) Further nominations may be made, and if made, must be accepted at the AGM.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Management Committee members is to be conducted at the AGM in such usual and proper manner as the Council may direct.

## **16 Secretary**

- (1) The secretary of the Council must, as soon as practicable after being appointed as secretary, lodge notice with the Council of his or her address.
- (2) It is the duty of the secretary to ensure minutes are kept of:
  - (a) all appointments of office-bearers
  - (b) the names of members of the Council present at a Management Committee meeting or a general meeting, and
  - (c) all proceedings at Management Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17 Treasurer**

It is the duty of the treasurer of the Council to ensure:

- (a) that all money due to the Council is collected and received and that all payments authorised by the Council are made,  
and
- (b) that correct books and accounts are kept showing the financial affairs of the Council, including full details of all receipts and expenditure connected with the activities of the Council.

## **18 Casual vacancies**

For the purposes of these clauses, 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 Council, 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 under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Management Committee from three consecutive meetings of the Management Committee.
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth..

## **19 Removal of Management Committee member**

- (1) The Council 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.
- (2) If a member of the Management Committee to whom a proposed resolution referred to in clause 19 (1) relates makes representations in writing to the secretary or president (within 90 days) and requests that the representation be notified to the members of the Council, the secretary or the Chair may send a copy of the representations to each member of the Council 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.

## **20 Meetings and quorum**

- (1) The Management Committee must meet at least three times in any one annual term, which shall be the period from the close of the AGM in which the Management Committee was elected, until the opening of the subsequent AGM and at the time and place as the Management Committee may determine.
- (2) Management Committee meetings may be held in conjunction with general meetings of the Council.
- (3) Additional meetings of the Management Committee may be convened by the Chair or by any member of the Management Committee.
- (4) 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 two weeks (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.
- (5) Notice of a meeting given under sub clause (3) above 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 agree to by majority vote to treat as urgent business.
- (6) Any 4 members of the Management Committee constitutes a quorum for the transaction of the business of a meeting of the Management Committee.
- (7) No business is to be transacted by the Management Committee unless a quorum is present. If after half an hour of the time appointed for the meeting a quorum is not present, the meeting may proceed but any resolutions passed shall not be valid until ratified by a majority of the Management Committee which may be achieved by telephone, mail or email.
- (8) At a meeting of the Management Committee:
  - (a) the chair or, in the chair's absence, the vice-chair is to preside, or
  - (b) if the chair and the vice-chair are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

## **21 Delegation by Management Committee to sub-committee**

- (1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council or such persons as a majority of 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.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) 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.
- (4) Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by the sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.
- (8) The Management Committee may, where considered in the best interest of the Council and with majority approval, appoint or employ a non-Council member to carry out a specific project or role on behalf of the Council.

## **22 Voting and decisions**

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to sub clause 20(6) and sub clause 20(7), the Management Committee may act despite any vacancy on the Management Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

## **Part 4 General meeting**

### **23 General Meetings – holding of**

- (1) The Council will hold at least four General Meetings per year, including the AGM.
- (2) The Council must hold its AGM:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24 Annual General Meetings – calling of and business at**

- (1) The AGM of the Council is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
  - (a) to confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting,
  - (b) to receive from the Management Committee reports on the activities of the Council during the last preceding financial year,
  - (c) to elect office-bearers of the Council and general members of the Management Committee and any other non-Management Committee positions that become necessary from time to time,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An AGM must be specified as such in the notice convening it.

### **25 Special General Meetings – calling of**

- (1) The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Council.
- (2) 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 Council.
- (3) 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.
- (4) 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.
- (5) 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, for which they would normally be reimbursed, is entitled to be reimbursed by the council for any expense so incurred.



## **26 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, 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.
- (3) 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 AGM, business which may be transacted under clause 24(2).
- (4) 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 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these clauses to vote is present during the time the meeting is considering that item.
- (2) Seven (7) Council members present in person or by teleconference including at least three (3) Management Committee office bearers (being members entitled under these clauses to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. Alternates standing in for members will count towards the quorum.
- (3) If after half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting may proceed with any resolutions or decisions passed being invalid until and unless they are approved by a majority of members entitled to vote at a general meeting.

## **28 Presiding member**

- (1) The chair or, in the chair's absence, the vice-chair, is to preside as chair at each general meeting of the Council.
- (2) If the chair and the vice-chair are absent or unwilling to act, the members present must elect one of their number to preside as chair at the meeting.

## **29 Adjournment**

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub clauses (1) and (2) above, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **30 Making of decisions**

- (1) A question arising at a general meeting of the Council is to be determined on a show of hands including the votes of members who are in attendance by teleconference and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Council, a poll may be demanded by the chair or by at least 3 members present in person.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chair of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **31 Special resolution**

A resolution of the Council is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Council as, being entitled under these clauses so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these clauses, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

### **32 Voting**

- (1) On any question arising at a general meeting of the Council a member has one vote only.
- (2) Alternates present at meetings may contribute to discussion and move and second motions, but may not vote unless the member for whom they are an alternate is absent.
- (3) All votes must be given personally, including votes given personally by members who are attending by teleconferencing, or by proxy but no member may hold more than 2 proxies.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member or proxy to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **33 Proxy votes**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary or chair, no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these clauses.
- (3) Proxies will only be accepted when appointed in respect of a specific matter and that specific matter is notified to the secretary or chair (as the case may be) at the time of appointment of the proxy.
- (4) Proxy votes will only be accepted from any member for a maximum of two consecutive meetings.
- (5) A proxy will not be accepted from a member whose alternate is present at a meeting.

#### **34 Postal votes**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 Miscellaneous**

### **35 Insurance**

The Council may effect and maintain insurance.

### **36 Funds – source**

- (1) The funds of the Council are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Council in general meeting, such other sources as the Management Committee determines.
- (2) All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the association's general account or Public Fund bank account as appropriate.
- (3) The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37 Funds – management**

- (1) Subject to any resolution passed by the Council in general meeting, the funds of the Council are to be used in pursuance of the objects of the Council in such manner as the Council determines. The management of the NWC Public Gift Fund is to be conducted in accordance with clause 43 below.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee being members authorised to do so by the Management Committee.

### **38 Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **39 Custody of books**

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Council. The Public Officer may be assisted by the Secretary, Treasurer, Insurance Officer as necessary and as required by their individual duties.

### **40 Inspection of books**

The records, books and other documents of the Council must be open to inspection, free of charge, by a member of the Council at any reasonable hour.

### **41 Service of notices**

- (1) For the purpose of these clauses, 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.
- (2) for the purpose of these clauses, 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.

## **42 Financial year**

The financial year of the Council will be from 1 July and end on the following 30 June.

## **43 Establishment and Management of the Public Fund**

- (1) As required by the Objectives, a public fund shall be established and maintained called the NWC Public Gift Fund for the specific purpose of supporting the environmental objectives of the NWC. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.
- (2) The NWC must inform the Federal Department responsible for the environment as soon as possible if:
  - (a) It changes its name or the name of its public fund; or
  - (b) There is any change to the membership of the management committee of the public fund; or
  - (c) There has been any departure from the model clauses for public funds located in the Guidelines to the Register of Environmental Organisations.
- (3) The NWC agrees to comply with any clauses that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- (4) The income and property of the NWC shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.
- (5) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the NWC and not be influenced by the preference of the donor.
- (6) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.
- (7) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
- (8) An audited financial statement for the NWC and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
- (9) A committee of management shall be established for the fund in accordance with the Guidelines to the Register of Environmental Organisations. Specific requirements are as follows:

- (a) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the NWC.
- (b) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited in the fund.
- (c) A separate bank account (the NWC Public Gift Fund) is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other NWC funds.
- (d) Receipts are to be issued in the name of the NWC Public Gift Fund and proper accounting records and procedures are to be used.
- (e) The fund will operate on a not-for-profit basis.
- (f) The committee of management shall be no fewer than three persons who shall administer the fund. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

#### **44 Winding Up – distribution of assets**

In the event of the organisation being dissolved, the financial assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred in equal parts to current member associations of the New South Wales Wildlife Council Inc. that prohibit the distribution of assets and income to their members in accordance with the Act.

**APPLICATION FOR MEMBERSHIP OF NSW WILDLIFE COUNCIL INC.**  
(incorporated under the *Associations Incorporation Act 1984*)

.....  
(name of applicant organisation)

of.....  
(address or place of business of organisation)

apply to become a member of the NSW Wildlife Council Incorporated.

In the event of admission as a member, the above named applicant organisation agree/s to be bound by the constitution and policies, including codes of conduct and ethics, of the association for the time being in force.

Signed for and on behalf of applicant organisation:

.....  
(Signature)

.....  
(Print Name)

Date: .....

I, .....  
(name of nominating organisation)

being a member of the association, nominate the above named applicant organisation, for membership of the NSW Wildlife Council Inc.

Signed for and on behalf of nominating organisation:

.....  
Signature

.....  
Print Name

Date: .....

I, .....  
[name of seconding organisation]

being a member of the Council, second the nomination of the above named applicant organisation, for membership of the NSW Wildlife Council Inc.

Signed for and on behalf of seconding organisation

.....  
Signature

.....  
Print Name

Date .....

**FORM OF APPOINTMENT OF NSW WILDLIFE COUNCIL INC.**  
(incorporated under the *Associations Incorporation Act 1984*)

**PROXY**

I..... of .....  
(full name)

.....  
(address)

being a member of the New South Wales Wildlife Council Inc.

hereby appoint ..... of .....  
(full name of proxy)

.....  
(address)

being a member of the New South Wales Wildlife Council Inc., as my proxy to vote on my behalf at the general meeting of the association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the

.....day of .....  
(month and year)

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution or election (insert details).

.....  
.....  
.....  
.....  
.....

.....  
Signature of member appointing proxy

.....  
Print Name

Date .....

NOTE: A proxy vote may not be given to a person who is not a member of the Council.  
Only proxies appointed in respect of specific notified matters in accordance with cl 34 (3) will be accepted.  
A proxy must be notified to the secretary or president at least 48 hours prior to the relevant meeting date.