



CONSTITUTION

AUSTRALIAN COMMITTEE FOR IUCN INCORPORATED
ABN 61 237 487 520

Updated 2nd October 2025

1. DEFINITIONS

In this Constitution unless contrary intention is expressed:

"ACIUCN" means the Australian Committee for IUCN Incorporated.

"AGM" means the annual general meeting of the ACIUCN held in accordance with clause 14(1).

"Act" means Associations Incorporation Act 2009 (NSW).

"Associate" means a non-voting associate of the ACIUCN.

"Board" means the board of the ACIUCN.

"Board Member" means an Office Bearer or an Ordinary Board Member.

"Chair" means the Chair of the Board.

"Council" means the council of IUCN.

"Community Justice Centre" has the meaning given in the Community Justice Centres Act 1983 (NSW).

"Constitution" means this constitution, as amended from time to time.

"Director" means the person appointed to that position under clause 18 of this Constitution.

"IUCN" means the International Union for Conservation of Nature and Natural Resources, commonly called the International Union for Conservation of Nature.

"IUCN Commissions" means the six Commissions of IUCN.

"Member" means a voting member of the ACIUCN.

"Member Body" means a Member that is a body corporate or government agency currently operating in Australia.

"Member of IUCN" means any organisation which pays membership dues to IUCN.

"Office Bearers" means each of the:

- (a) Treasurer;
- (b) Public Officer; and
- (c) any other person selected by the Board on the basis of appropriate qualifications, interests and skills for a position deemed necessary by the Board in order to achieve the purposes and objects of the ACIUCN, as appointed by the Board and ratified by members at the AGM.

"Ordinary Board Member" means a Board Member who is not an Office Bearer, as referred to in clause 15(2)(d).

"Ordinary Meeting" means an ordinary general meeting of the ACIUCN.

"Public Officer" means the person appointed to that position under clause 19 of this Constitution.

"Regional Councillor" means a person elected as a member of the Council for Oceania representing Australia, or as otherwise defined by the IUCN.

"Regulation" means the Associations Incorporation Regulation 2022 (NSW).

"Tax Act 1997" means the *Income Tax Assessment Act 1997* (Cth).

"Treasurer" means the Treasurer of the Board.

2. NAME

The name of the organisation shall be the Australian Committee for IUCN Incorporated.

3. PURPOSES

To contribute to the conservation and restoration of the natural environment in Australia and the appreciation of its diverse values by providing a forum for Australian members of the IUCN and IUCN Commissions that brings them together in an equal and constructive partnership to exchange information and views and, through consensus where possible, to develop policy advice, publications and actions to promote 'a just world that values and conserves nature' in accordance with the mission and policies of IUCN.

4. OBJECTS

The objects of the ACIUCN shall be:-

4(1) To achieve the purposes of the ACIUCN by:

- (a) facilitating communication, exchange of information and development of views amongst Australian members of IUCN and IUCN Commissions, and between IUCN and Australian members;

- (b) fostering co-operation and co-ordination in conserving the integrity and diversity of nature and to ensure that any use of natural resources is equitable and ecologically sustainable;
- (c) facilitating the involvement of Australian members of IUCN and of IUCN Commissions in the development and implementation of IUCN policies and programmes;
- (d) stimulating and fostering the use of scientific, legal, economic and other expertise, professional skills, practical experience, research and resources of government and voluntary bodies to further nature conservation;
- (e) contributing to international conservation activities with special reference to the Oceania Region;
- (f) expanding membership of IUCN and ACIUCN; and
- (g) doing all such other things as are conducive or incidental to the attainment of these objects.

5. POWERS

The ACIUCN has the full legal capacity and powers of an individual as provided by section 19(1) of the Act and may exercise its legal capacity and power for the purpose of achieving the purposes and objects of the ACIUCN.

6. PECUNIARY BENEFIT

The ACIUCN is not formed or carried on for the purpose of trading or securing pecuniary benefit to any Member or Member Body. The income and property of the ACIUCN shall be used and applied solely in promotion of its purposes and 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 ACIUCN.

7. MEMBERS AND ASSOCIATES

7(1) Membership

Membership shall be open to:

- (a) any Australian agency or organisation that is a member of IUCN; and
- (b) persons resident in Australia who are members of the Council.

7(2) Appointment to Membership

- (a) On receipt of written notification from IUCN that an Australian-based agency or organisation has been admitted as a Member of IUCN, the ACIUCN may invite that agency or organisation in writing to become a Member. That agency or organisation shall become a Member upon its written acceptance of the invitation and receipt of the appropriate membership dues for the current year.
- (b) On receipt of advice that a person resident in Australia has become a member of the Council, the ACIUCN may invite them in writing to become a Member. That person

shall become a Member upon written acceptance of the invitation and receipt of the appropriate membership dues for the current year.

7(3) ACIUCN Associates

Agencies, organisations and individuals that meet all of the following criteria are eligible to apply to become an Associate:

- (a) State or government agencies, non-government organisations or Indigenous Peoples' organisations working in fields related to conservation or equitable sustainable development, OR individuals who are members of IUCN Commissions, specialist groups and task forces.
- (b) Support the objectives of IUCN and ACIUCN.
- (c) Have clear conservation objectives and/or achieve clear conservation outcomes through the work they do.
- (d) Be considering, or in the process of, applying for full IUCN membership, or be currently unable to apply for full membership due to resource or economic constraints.
- (e) Do not pursue objectives or carry out activities that conflict with the objectives or activities of IUCN or ACIUCN.

7(4) Appointment to Associate Status

Admission as an Associate is by invitation from the Director as endorsed and reviewed annually by the Board. Associate status comes into effect as soon as the invitation has been accepted by the organisation or agency and any dues for the relevant year paid in full. Associates do not have any voting rights.

7(5) Honorary Life Membership

Persons recognised for their distinguished service or outstanding achievements in the field of nature conservation or service to IUCN or the ACIUCN may be elected honorary members of ACIUCN at an AGM, but shall not have any voting rights.

7(6) Annual Dues

- (a) Annual Member and Associate dues shall be payable as determined by the ACIUCN at its AGM. The ACIUCN may determine different Member and Associate dues for different categories of Members and Associates.
- (b) All dues shall be payable before the end of the financial year in which the invoice was issued.

7(7) Registers of Members, Associates and Board Members

- (a) A register of Members, Associates and Board Members shall be kept by the ACIUCN in accordance with the Act showing the particulars required by the Act or as prescribed by the Regulation.
- (b) The register will state whether the Member or Associate is an individual or a body corporate.

- (c) The registers of Members, Associates and Board Members must be kept in New South Wales at the main premises of the ACIUCN.
- (d) The registers of Members, Associates and Board Members must be available for inspection, free of charge, on a reasonable basis as required by the Act.
- (e) A Member, Associate or Board Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the ACIUCN, or other material relating to the ACIUCN, or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7(8) Cessation of Membership or Associate status

- (a) Membership or Associate status shall cease upon:
 - (i) the written resignation by the Member or Associate;
 - (ii) expulsion of the Member or Associate by the Board in accordance with clause 11;
 - (iii) if the agency or organisation is no longer a Member of IUCN; or
 - (iv) if a person no longer holds the position within IUCN by virtue of which they qualified as a Member of the ACIUCN.
- (b) Any Member or Associate who is more than six months in arrears of dues shall be deemed to have ceased membership or Associate status of the ACIUCN unless otherwise decided by a meeting of the Board.

8. RIGHTS OF MEMBERS AND ASSOCIATES

8(1) Representation at Meetings

- (a) All Members and Associates are entitled to attend the AGM and any Ordinary Meetings.
- (b) Member Bodies are permitted to send up to three delegates to the AGM or Ordinary Meetings, one of which shall be accredited by that Member Body to act as its representative and to vote on its behalf.
- (c) Associates are entitled to send one observer to the AGM or Ordinary Meetings but are unable to vote.

8(2) Freedom of Action

- (a) Notwithstanding anything in clause 8(1), no decision of the Board or ACIUCN is binding on any Member or Associate and the Board, Chair or any other duly authorised person shall, in speaking on behalf of the ACIUCN, record the dissent of any Member or Associate to any decision of the Board or ACIUCN, if that Member or Associate so desires.

- (b) Members and Associates shall be free individually to express their own views.
- (c) In taking action independently of the ACIUCN, a Member or Associate shall not use the ACIUCN's name nor involve the ACIUCN in any way.
- (d) No Member or Associate shall make any public statement on behalf of the ACIUCN or purport to represent the ACIUCN in any matter or correspondence unless authorised by the Board in writing.

8(3) Membership Entitlements Not Transferable

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

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

9. LIABILITY OF MEMBERS

The Members of the ACIUCN shall have no liability to contribute towards the payment of debts and liabilities of the ACIUCN or the costs, charges and expenses of the winding up of the ACIUCN except to the amount of any unpaid membership dues.

10. RESOLUTION OF DISPUTES

- (a) A dispute between a Member and another Member (in their capacity as Members) of the ACIUCN, or a dispute between a Member or Members and the ACIUCN, is to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983 (NSW).
- (b) 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.
- (c) The Commercial Arbitration Act 2010 (NSW) applies to a dispute referred to arbitration.

11. DISCIPLINING OF MEMBERS AND ASSOCIATES

- (a) A complaint may be made to the Board by any person that a Member or Associate of the ACIUCN:
- (b) has refused or neglected to comply with a provision or provisions of this Constitution, or
- (c) has wilfully acted in a manner prejudicial to the interests of the ACIUCN.
- (d) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (e) If the Board decides to deal with the complaint, the Board:
 - (i) must cause notice of the complaint to be served on the Member or Associate concerned;

- (ii) must give the Member or Associate at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (iii) must take into consideration any submissions made by the Member or Associate in connection with the complaint.
- (f) The Board may, by resolution, expel or suspend the Member or Associate from the ACIUCN 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 and the expulsion or suspension is warranted in the circumstances.
- (g) If the Board expels or suspends a Member or Associate, the Director must, within 7 days after the action is taken, cause written notice to be given to the Member or Associate of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (h) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the Member or Associate is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the Member or Associate exercises the right of appeal, unless and until the ACIUCN confirms the resolution under clause 12,

whichever is the later.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (a) A Member or Associate may appeal to the ACIUCN in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the Member or Associate, by lodging with the Director a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member or Associate intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member or Associate under clause 12(a), the Director must notify the Board, which is to convene an Ordinary Meeting of the ACIUCN to be held within 28 days after the date on which the Director received the notice.
- (d) At an Ordinary Meeting of the ACIUCN convened under clause 12(c):
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the Board and the Member or Associate must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by Members of the ACIUCN.

13. FINANCE

13(1) Source of Funds

The funds of the ACIUCN shall be derived from the dues of Members and Associates, grants, donations and any other sources approved by the ACIUCN.

13(2) Financial Records

- (a) The ACIUCN shall keep financial records and an annual financial report shall be presented at the AGM.
- (b) The financial year of the ACIUCN shall run from 1 July to 30 June.
- (c) A registered auditor will be appointed annually to conduct an independent audit report which shall be presented at the AGM.

13(3) Management of Funds

The Board shall determine procedures for the proper management of the funds of the ACIUCN.

- (a) Subject to any resolution passed by the ACIUCN in general meeting, the funds of the ACIUCN are to be used solely in pursuance of the objects of the ACIUCN in the manner that the Board determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

13(4) Costs of Travel to Meetings

The Board may, with the support of a government and non-government Ordinary Board Member, make grants to enable delegates from non-government Member organisations to attend ACIUCN meetings.

13(5) Gift Fund

- (a) The ACIUCN will maintain a gift fund in accordance with this rule 13(5) (Gift Fund) for the specific purpose of supporting the environmental objects of the ACIUCN as outlined in Rule 3.
- (b) The Gift Fund will be maintained in accordance with section 30-130 of the Tax Act:
 - (i) to which gifts of money or property for that purpose are to be made;
 - (ii) to which contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for that purpose are to be made;
 - (iii) to which any money received by the entity because of such gifts and contributions is to be credited; and
 - (iv) that does not receive any other money or property.

- (c) No monies or assets in this Gift Fund will be distributed to members or office bearers of the ACIUCN, except as reimbursement of out-of-pocket expenses incurred on behalf of the Gift Fund or proper remuneration for administrative services.
- (d) The ACIUCN must not pay any of its profits or financial surplus, or give any of its property, to its members, beneficiaries, controllers or owners (as appropriate).
- (e) The ACIUCN must have a policy of not acting as a mere conduit for the donation of money or property to other organisations, bodies or persons.
- (f) If upon winding up or dissolution of the ACIUCN or the endorsement of the ACIUCN as a deductible gift recipient is revoked, there remains in the Gift Fund after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Gift Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under section 30-55 of the Tax Act 1997.

14. MEETINGS OF THE ACIUCN

14(1) Annual General Meeting

- (a) The AGM of the ACIUCN shall be held each year within 6 months from the end of the financial year of the ACIUCN on a date and at the place and time decided by the Board.
- (b) The Board of the ACIUCN shall be elected at the AGM in accordance with this Constitution.
- (c) The AGM shall receive and consider the Board's report upon the activities of the ACIUCN in the last financial year including an audited financial statement.
- (d) The AGM shall receive and consider a statement from the Board which is not misleading and gives a true and fair view for the last financial year of the ACIUCN's:
 - (i) income and expenditure;
 - (ii) assets and liabilities; mortgages, charges and other securities; and
 - (iii) trust properties.

14(2) Ordinary Meetings

Ordinary Meetings of the ACIUCN shall be called upon order of the Chair, the Board, or upon written request of one-quarter of the Members.

14(3) Notice

Notice of the AGM or Ordinary Meetings shall be communicated to each Member and Associate at the address recorded in the Register of Members and Associates not less than 28 days prior to the meeting, and the notice shall contain the purpose of the meeting.

14(4) Method of Operation

Decisions of the ACIUCN shall be arrived at by consensus where possible; where consensus cannot be achieved then a vote will be taken in accordance with the provisions of clause 14(5).

14(5) Voting

- (a) Members shall each have one vote only.
- (b) Members shall cast their votes by written ballot.
- (c) In the event of an equality of votes, the motion shall be resolved in the negative. The Chair of the ACIUCN shall not have a casting vote in the event of an equality of votes.
- (d) Where a Member is unable to attend a ACIUCN meeting, it may appoint another Member delegate as proxy by authorisation signed by or on behalf of the Member delivered to the Director before the commencement of the meeting in accordance with clause 23.
- (e) A limit of three proxies may be held by any one person for a meeting.

14(6) Postal or electronic ballots

- (a) The ACIUCN may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 12).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

14(7) Transaction of business outside meetings or by telephone or other means

- (a) The ACIUCN may transact its business by the circulation of papers, including by electronic means, among all Members of the ACIUCN.
- (b) If the ACIUCN transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Members, is taken to be a decision of the ACIUCN made at a general meeting.
- (c) The ACIUCN may transact its business at a general meeting at which 1 or more Members participate by telephone or other electronic means, provided a Member who speaks on a matter can be heard by the other Members.
- (d) The Member presiding at the meeting and each other Member have the same voting rights as they would have at an Ordinary Meeting of the ACIUCN for the purposes of:
 - (i) the approval of a resolution under subclause 14(7)(b); or
 - (ii) a meeting held in accordance with subclause 14(7)(c).
- (e) A resolution approved under subclause 14(7)(b) must be recorded in the minutes of the meetings of the ACIUCN.

14(8) Quorum

- (a) No item of business is to be transacted at an AGM or Ordinary Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- (b) A quorum shall comprise no less than ten (10) Members or their proxies, and, shall include not less than five (5) Members which are government organisations, and five (5) Members which are non-government organisations.
- (c) If within half an hour after the appointed time for the commencement of an AGM or Ordinary Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of Members—is to be dissolved; and
 - (ii) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

14(9) Presiding member

- (a) The Chair is to preside as chairperson at each AGM or Ordinary Meeting of the ACIUCN.
- (b) If the Chair is absent or unwilling to act, the Members present must elect a Board Member to preside as chairperson at the meeting.

14(10) Observers

Any person (including employees of the ACIUCN or contributors) shall be entitled to attend general meetings as an observer with the approval of the Board or the ACIUCN. All employees of the ACIUCN, contributors and observers shall be eligible to receive all information concerning the ACIUCN provided to the Members, but shall not have a vote and shall require the permission of the Chair to speak.

15. BOARD

15(1) Functions of the Board

- (a) Subject to the Act, the Regulation, this Constitution and any resolution passed by the ACIUCN in general meeting, the Board:
 - (i) is to control and manage the affairs of the ACIUCN;
 - (ii) may exercise all the functions that may be exercised by the ACIUCN, other than a function that is required to be exercised by the association in general meeting; and
 - (iii) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the ACIUCN.

15(2) Composition

- (a) The Board of the ACIUCN shall consist of a minimum of six (6) and a maximum of ten (10) Board Members according to this Constitution.

- (b) The ACIUCN may by resolution at an Ordinary Meeting or AGM increase or reduce the number of Board Members referred to in clause 15(2)(a) but the number may not be reduced below six (6).
- (c) The Board shall consist of Ordinary Board Members, elected to represent their respective member organisations or constituencies, and Office Bearers.
- (d) The Ordinary Board Members shall consist of:
 - (i) two (2) nominees of nongovernment Member Bodies;
 - (ii) two (2) nominees of government Member Bodies; and
 - (iii) an Indigenous Board Member elected by the members;
 - (iv) the IUCN Regional Councillor residing in Australia, elected at the IUCN World Conservation Congress.
- (e) The Office Bearers shall consist of:
 - (i) Treasurer;
 - (ii) Public Officer; and
 - (iii) any other person selected by the Board on the basis of appropriate qualifications, interests and skills for a position deemed necessary by the Board in order to achieve the purposes and objects of the ACIUCN, as appointed by the Board and ratified by members at the AGM.
- (f) The Board shall elect one of the Board Members as Chair of the ACIUCN who shall chair all meetings of the ACIUCN and Board. The Chair will remain in office for two years. The position of Chair shall alternate every two years between a delegate of non-government Member Body and a delegate of government Member Body.
- (g) If for any reason the non-government Member Body or government Member Body (as applicable) do not have a suitable or willing delegate to be elected as Chair, the Board may by unanimous vote appoint a Board Member as an acting Chair for a period of one year to two years (as determined by the Board).
- (h) If for any reason the Chair is temporarily unable to perform their duties, the Board may by unanimous vote appoint a Board Member as an acting Chair for that period.
- (i) Any person (including employees of the ACIUCN or contributors) shall be entitled to attend Board meetings as an observer with the approval of the Board or the ACIUCN. All employees of the ACIUCN, contributors and observers shall be eligible to receive all information concerning the ACIUCN provided to the Board Members, but shall not have a vote and shall require the permission of the Chair to speak.

15(3) Tenure of Board Members

- (a) Ordinary Board Members (except for the Regional Councillor) shall hold office from the day the person is elected or appointed at an AGM until immediately before the AGM after a period of two years, and shall be eligible for further terms.
- (b) Unless otherwise determined by the IUCN, the Regional Councillor shall hold office from the day the person is elected at the IUCN World Conservation Congress until

immediately before the AGM after a period of four years and shall be eligible for further terms.

- (c) Office Bearers can be appointed by the Board at any time, but their appointment must be ratified at the next AGM after the appointment date. Office Bearers are then re-appointed at the AGM every two years and can serve for a maximum of 8 years (four consecutive 2-year terms) in alignment with IUCN Regional Councillor timelines. If an Office Bearer position is newly created, the AGM should ratify the appointment to and creation of the officer bearer position.
- (d) If all Ordinary Board Members are required to stand for re-election at the same AGM in accordance with clause 15(2)(c):
 - (i) any Ordinary Board Member that has been appointed rather than elected must stand for election at the AGM;
 - (ii) if there are multiple Ordinary Board Members that have been elected, the tenure of the elected member from a government Member Body and elected member from a nongovernment Member Body having served the shortest term will be automatically extended for one year, such that their tenure will end immediately before the next AGM; and
 - (iii) if all the Ordinary Board Members have been elected and have the same tenure, the tenure of the elected member from a government Member Body and elected member from a nongovernment Member Body that will have their tenure extended for one year, such that their tenure will end immediately before the next AGM, will be determined by way of a lot.
- (e) All Ordinary Board Members (except for the Regional Councillor) shall not hold the same office consecutively for more than four full terms of a period of two years.
- (f) The Regional Councillor shall not hold the same office consecutively for more than two full terms of a period of four years.
- (g) There is no limit on the consecutive terms for which a Board Member may hold office if such Board Member holds different offices, provided that such Board Member complies with clause 15(3)(e) or 15(3)(f) (as applicable).
- (h) The Chair shall not hold the same office consecutively for more than one term of two years. There is no limit on the number of terms for which the Chair may hold office if such terms are not consecutive.
- (i) Under exceptional circumstances and with the unanimous support of the Board the position of Chair can be extended for an additional six months.
- (j) The Chair and the Ordinary Board Members can only hold office if they remain the delegate of their respective Member Bodies.
- (k) A delegate of a Member Body will remain in that position until the Member Body provides written notice of their removal and replacement to ACIUCN.
- (l) A Member Body must expeditiously replace its delegate under clause 15(3)(k) if the delegate:
 - (i) dies;

- (ii) becomes a mentally incapacitated person;
- (iii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
- (iv) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth);
- (v) resigns office by notice in writing given to the Director; or
- (vi) is removed from office under clause 15(6).

15(4) Method of Election

- (a) Nominations to the Board shall be sought 28 days prior to the AGM and submitted in writing by the membership 14 days before the AGM.
- (b) Details of candidates will be circulated by the Director 7 days prior to the meeting. Nominations may be called at the meeting if the number of nominations received is fewer than the number of vacancies to be filled.
- (c) The Board shall elect one of the Board Members as Chair of the ACIUCN who shall chair all meetings of the Board.

15(5) Casual Vacancies

- (a) If a casual vacancy as referred to in clause 15(5)(d) occurs, then this shall be filled by a ballot of all Members; nominations being subject to the requirements of clause 15(2)(c).
- (b) Any Board Member elected or appointed under clause 15(5)(a) holds office until the start of the next AGM and is then eligible for re-election or appointment at that AGM.
- (c) If for any reason the elected Chair is unable to complete a term of office, a Board Member who is from the same membership category as the elected Chair shall automatically assume the role of acting Chair until and including the next AGM or until such time as the conduct of a ballot of all Members, whichever is the sooner.
- (d) A casual vacancy in the office of an Ordinary Board Member occurs if the Member Body in respect of which that Ordinary Board Member is a delegate:
 - (i) ceases to be a Member Body;
 - (ii) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
 - (iii) is absent, by virtue of their delegate being absent, without the consent of the Board from 3 consecutive meetings of the Board.
- (e) For the avoidance of doubt, a Member Body removing and replacing its delegate under clause 15(3)(k) will not constitute a casual vacancy in the office of a Board Member.

15(6) Removal of Board Members

- (a) The ACIUCN at a general meeting may by resolution remove any Board 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.
- (b) If a Board Member to whom a proposed resolution referred to in 15(6)(a) relates makes representations in writing to the Director (not exceeding a reasonable length) and requests that the representations be notified to the Members of the ACIUCN, the Director may send a copy of the representations to each Member or, if the representations are not so sent, the Board Member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

15(7) Board Meetings

- (a) The Board shall meet at least 3 times each year, either in person, by teleconference or by such other electronic means, as required for the purposes of carrying out the administrative affairs of the ACIUCN and attending to matters of an urgent nature which do not warrant the calling of an Ordinary Meeting.
- (b) Meetings of the Board shall be called upon order of the Director of the ACIUCN or upon written request of two Board Members.
- (c) At least 14 days' notice in the case of a meeting in person or 5 days' notice in the case of a meeting by teleconference or other electronic means of all Board meetings shall be given to Board Members except as otherwise unanimously agreed by a quorum of the Board.

15(8) Transaction of business outside meetings or by telephone or other means

- (a) The Board may transact its business by the circulation of papers, including by electronic means, among all Board Members.
- (b) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board Members, is taken to be a decision of the Board made at a meeting of the Board.
- (c) The Board may transact its business at a meeting at which 1 or more Board Members participate by telephone or other electronic means, provided a Board Member who speaks on a matter can be heard by the other Board Members.
- (d) The Board Member presiding at the meeting and each other Board Member have the same voting rights as they would have at an ordinary meeting of the Board for the purposes of:
 - (i) the approval of a resolution under subclause 15(8)(b); or
 - (ii) a meeting held in accordance with subclause 15(8)(c).
- (e) A resolution approved under subclause 15(8)(b) must be recorded in the minutes of the meetings of the Board.

15(9) Quorum

- (a) Three Board Members shall constitute a quorum for conducting Board business with at least one Ordinary Board Member from a government Member Body and one Ordinary Board Member from a nongovernment Member Body.
- (a) No business may be transacted by the Board unless a quorum is present.
- (b) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned to a place and time determined by the Chair (acting reasonably).
- (c) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

15(10) Method of Operation

Decisions of the Board shall be arrived at by consensus where possible; where consensus cannot be achieved then a vote will be taken in accordance with the provisions of clause 15(11).

15(11) Voting

- (a) Decisions of the Board must be passed by a majority of the votes cast by the Ordinary Board Members and the Treasurer entitled to vote on the decision and at which quorum is present with at least one elected member from a government Member Body and one elected member from a nongovernment Member Body voting in favour of the decision.
- (b) Any Office Bearer (except for the Treasurer) shall not have a vote and shall require the permission of the Chair to speak.
- (c) The Chair of a meeting of the Board shall have one vote only in its capacity as Ordinary Board Member with no casting vote and, in the event of an equality of votes, the motion shall be resolved in the negative.
- (d) Any Ordinary Board Member, being unable to attend a Board meeting, may appoint another Ordinary Board Member as a proxy, up to a limit of twice per Ordinary Board Member between any two consecutive AGMs; such authorisation to be delivered to the Director in accordance with clause 25 before the commencement of the meeting.

15(12) Board Member interests

- (a) Except where permitted by the Act, a Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not be counted in a quorum;
 - (ii) must not vote on the matter; and
 - (iii) must not be present while the matter is being considered at the meeting.
- (b) If a Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board is not prohibited by the Act from being present at the meeting and voting, the Board Member may be present, be counted in the quorum and may be heard but may not vote on the matter.
- (c) A Board Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with ACIUCN must, as soon as practicable after the

relevant facts have come to the Board Member's knowledge, declare the nature of the interest at a meeting of the Board or by written notice to the Director.

- (d) A Board Member who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as a Board Member must declare at a meeting of the Board or by written notice to the Director the fact and the nature, character and extent of the conflict.
- (e) A Board Member who has an interest in a matter may give the other Board Members standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the ACIUCN at the time the notice is given.
- (f) The Board Member must ensure that the nature and extent of the interest is recorded in the minutes of the meeting at which the standing notice is given or tabled.

16. CHAIR

- (a) The Chair shall be responsible for managing the day to day activities of the Director.

17. TREASURER

- (a) The Treasurer shall ensure that all money due to the ACIUCN is collected and received, that all payments authorised by the ACIUCN are made, that correct books and accounts are kept showing the financial affairs of the ACIUCN including full details of all receipts and expenditure connected with the activities of the ACIUCN and shall be responsible for the presentation of financial statements at ACIUCN meetings. The books and accounts of the ACIUCN shall be kept at the principal place of administration of the ACIUCN and shall be available for inspection by any member of the ACIUCN at any reasonable hour.

18. DIRECTOR

- (a) The Board may, subject to any applicable legislation, appoint any person to the position of Director for the period, remuneration and on the terms as it may determine.
- (b) The Director shall keep records of the business of ACIUCN, including this Constitution, Register of Members and minutes of all ordinary and Board meetings.
- (c) The Director is responsible for overseeing the day-to-day business and running of the ACIUCN.
- (d) The Director reports to the Board and their efficacy in the role will be scrutinised at the Board meetings and against the goals set out in the Director's workplan.
- (e) The Board may appoint the same person to act as both Director and Public Officer.

19. PUBLIC OFFICER

19(1) Appointment

- (a) The Board may appoint any person residing in New South Wales to the position of Public Officer.

- (b) The Board shall ensure that at all times a person is appointed as, and performs the functions of, Public Officer in accordance with the Act.
- (c) The Board may remove a Public Officer at any time and appoint a replacement.
- (d) The Public Officer may be an office bearer or any other person regarded as suitable for the position by the Board, including the Director.

20. SPECIAL RESOLUTIONS

20(1) When Required

A special resolution must be passed by a meeting of the ACIUCN in accordance with the Act to affect the following:

- (a) a change of the ACIUCN's name, Constitution, purposes or objects;
- (b) an amalgamation with another Incorporated Association; and
- (c) to voluntarily wind up the ACIUCN and distribute its property.

20(2) Method of Passing

A special resolution shall be passed in the following manner:

- (a) a notice must be sent to all Members advising that a general meeting is to be held to consider a special resolution;
- (b) the notice must give details of the proposed special resolution and give at least 28 days' notice of the meeting;
- (c) a quorum of Members must be present at the meeting; and
- (d) at least three-quarters of those Members present must vote in favour of the resolution.

21. DISSOLUTION

- (a) The Members of ACIUCN must resolve to voluntarily wind up the ACIUCN upon ACIUCN's Membership being less than the minimum number required by IUCN for formal recognition as a national Board for IUCN.
- (b) Subject to clause 21(c), if ACIUCN is wound up or dissolved, the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities will be transferred to another organisation with similar objects and purposes that are charitable at law which is not carried on for the profit or gain of its members as determined by special resolution of members of the ACIUCN and in accordance with section 65 of the Act.
- (c) If ACIUCN is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the Tax Act 1997 and such endorsement is revoked or ACIUCN is wound up or dissolved, ACIUCN must transfer to another organisation which is endorsed as a deductible gift recipient and charitable at law as determined by special resolution of members of ACIUCN any surplus representing:
 - (i) gifts of money or property made for the principal purpose of ACIUCN;

- (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of ACIUCN; and
- (iii) money received by ACIUCN because of such gifts and contributions.
- (d) If the members do not make the necessary determination under clauses 21(b) and 21(c), ACIUCN may apply to the NSW Supreme Court to determine the organisation or organisations to whom the transfers are to be made.

22. INSURANCE

The ACIUCN shall affect and maintain all insurances as required under the laws of NSW and Australia or as it regards to be necessary.

23. EXECUTION OF DOCUMENTS

The Board shall establish procedures and authorisations for the execution of documents on behalf of the ACIUCN, in accordance with section 22 of the Act.

24. CUSTODY OF BOOKS

- (a) Except as otherwise provided in this Constitution, the Director shall keep in their custody or under their control all records, books and other documents relating to the ACIUCN.
- (b) The records, books and other documents of the ACIUCN shall be open for inspection, free of charge by a Member or Associate of the ACIUCN during business hours, and by any person where required by the Act.

25. SERVICE OF NOTICES

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) 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.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) 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
 - (iii) 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.

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1. Adopted to amend the previous Constitution by the 59th Meeting of ACIUCN on 14th April 2011.
 2. Further amended by Special Resolution at the ACIUCN AGM 20th November 2013.
 3. Further amended by Special Resolution at 14 December in 2021
 4. Further amended by Special Resolution at 2nd October in 2025.