

[20.10.2021]



## CONSTITUTION

### AUSTRALIAN COMMITTEE FOR IUCN INCORPORATED ABN 61 237 487 520

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#### 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.

"**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 16 of this Constitution.

"**Fund**" means the public fund established under clause 13(5) pursuant to clause 4(2).

"**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.

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

**"Public Officer"** means the person appointed to that position under clause 13 of this Constitution.

**"Regional Councillor"** means a person elected as a member of the Council from one of the regions defined by IUCN.

**"Register of Environmental Organisations"** means the register of environmental organisations and their public funds maintained by the Federal Department responsible for the environment under the Income Tax Assessment Act 1997(Cth).

**"Regulation"** means the Associations Incorporation Regulation 2016 (NSW).

**"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, 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.
- 4(2)** To establish and maintain a public fund to be called the "Australian Committee for IUCN Public Fund" for the specific purpose of supporting the environmental objects of the ACIUCN, and which complies with subdivision 30-E of the Income Tax Assessment Act 1997:
- (a) into which gifts of money or property for the environmental objects of the ACIUCN are to be made;
  - (b) into which any money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited; and
  - (c) that does not receive any other money or property;
- that is used only to support the ACIUCN's environmental 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 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) Register of Members and Associates**

- (a) A register of Members and Associates shall be kept by the ACIUCN in accordance with the Act showing the name, address and date of commencement for each Member and Associate, with provision for noting the date of cessation.
- (b) The register will state whether the Member or Associate is an individual or a body corporate.
- (c) The register of Members and Associates must be kept in New South Wales at the main premises of the ACIUCN.
- (d) The register of Members and Associates must be available for inspection, free of charge, by any Member or Associate of the ACIUCN on a reasonable basis.
- (e) A Member or Associate of the ACIUCN may obtain a copy of any part of the register on payment of a reasonable fee determined by the Board.
- (f) If a Member or Associate requests that any information contained on the register about the Member or Associate (other than their name and address for notices) not be available for inspection, that information must not be made available for inspection.
- (g) A Member or Associate 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:
  - (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
  - (ii) has wilfully acted in a manner prejudicial to the interests of the ACIUCN.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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 Board member, make grants to enable delegates from non-government Member organisations to attend ACIUCN meetings.

#### **13(5) The Public Fund**

- (a) The ACIUCN may establish a public fund under this Constitution.
- (b) The objective of the Fund is to support the ACIUCN's environmental purposes and objects.
- (c) The ACIUCN shall inform the Federal Department responsible for the environment as soon as possible if:
  - (i) it changes its name or the name of the Fund;
  - (ii) if there is any change to the membership of the management committee of the Fund; or
  - (iii) there has been any departure from the model rules for public funds located in the *Guidelines to the Register of Environmental Organisations*.
- (d) The ACIUCN will comply with any rules that the Federal Government 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 environmental purpose.
- (e) A committee of management of no fewer than three persons will administer the Fund. The committee of management will be appointed by the Board. A majority of the members of the committee of management will be 'responsible persons' as defined by the *Guidelines to the Register of Environmental Organisations*.
- (f) A separate bank account shall be opened into which money donated to the Fund, including interest accruing thereon, shall be deposited, and gifts to it are to be kept separate from other funds of the ACIUCN.
- (g) Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the ACIUCN.
- (h) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

- (i) The Fund will be operated on a not-for-profit basis.
- (j) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the ACIUCN and not influenced by the preference of the donor.
- (k) Statistical information requested by the Federal Department responsible for the environment on donations to the Fund will be provided within four months of the end of the financial year.
- (l) An audited financial statement for the ACIUCN and the Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.
- (m) If the Fund is wound up, any surplus monies or other property shall be transferred to another public fund or public funds, having objects similar to the objects of the ACIUCN and on the Register of Environmental Organisations.

#### **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;
  - (iii) mortgages, charges and other securities; and
  - (iv) 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) Use of technology at general meetings**

- (a) An AGM or Ordinary Meeting may be held at 2 or more venues using any technology approved by the Board that gives each Member a reasonable opportunity to participate.
- (b) A Member who participates in an AGM or Ordinary Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

**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 member of the Board to preside as chairperson at the meeting.

**14(10) Observers**

Any person shall be entitled to attend meetings as an observer with the approval of the Board or the ACIUCN. Any observer shall not have a vote and shall require the permission of the Chair to speak.

**15. BOARD**

**15(1) Composition**

- (a) The Board of the ACIUCN shall consist of four (4) elected delegates of different Member Bodies and the other persons entitled to be Board members according to this Constitution.
- (b) Two (2) of the elected members of the Board must be a nominee of non-government Member Bodies and two (2) must be nominees of government Member Bodies.
- (c) Members of 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.

- (d) If for any reason the Chair is temporarily unable to perform their duties, the Board may by unanimous vote appoint an acting Chair for that period.
- (e) Any Regional Councillor resident in Australia shall be eligible to be a Board member while they hold this office.
- (f) A Public Officer shall be appointed by the Board and will be eligible to attend Board meetings but will not be a Board member.
- (g) A Director shall be appointed by the Board and will be eligible to attend Board meetings but will not be a Member or Board member.
- (h) A Treasurer shall be appointed by the Board and shall become a member of the Board if not already a member.

**15(2) Tenure of Board Members**

- (a) Members elected or appointed to the Board shall hold office for a term of two years and shall be eligible for further terms.
- (b) The Chair shall not hold office for more than one term of two years.
- (c) Under exceptional circumstances and with the unanimous support of the Board the position of Chair can be extended for an additional six months.
- (d) The Chair and members of the Board can only hold office if they remain the delegate of their respective Member Bodies.
- (e) 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.
- (f) A Member Body must expeditiously replace its delegate under clause 15(2)(e) 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(5).

**15(3) Method of Election**

- (a) Nominations to the Board (for positions other than Treasurer) shall be sought 28 days prior to the AGM and submitted in writing by the membership 14 days before 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) Members of the Board shall elect one of the Board members as Chair of the ACIUCN who shall chair all meetings of the Board.

**15(4) Casual Vacancies**

- (a) If a casual vacancy as referred to in clause 15(4)(c) occurs, then this shall be filled by a ballot of all Members; nominations being subject to the requirements of clause 15(1)(b).
- (b) If for any reason the elected Chair is unable to complete a term of office, a member of the Board 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.
- (c) A casual vacancy in the office of a member of the Board occurs if the Member Body in respect of which that 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.
- (d) For the avoidance of doubt, a Member Body removing and replacing its delegate under clause 15(2)(e) will not constitute a casual vacancy in the office of a member of the Board.

**15(5) Removal of Board members**

- (a) The ACIUCN at a general meeting may by resolution remove any member of the Board 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 member of the Board to whom a proposed resolution referred to in 15(5)(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(6) 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 members of the Board.

**15(7) Use of technology at Board Meetings**

- (a) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (b) A Board member who participates in an Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**15(8) Quorum**

Three members shall constitute a quorum for conducting Board business with at least one elected member from a government Member Body and one elected member from a non-government Member Body.

**15(9) 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(10).

**15(10) Voting**

- (a) The Chair of a meeting of the Board shall have one vote only with no casting vote and, in the event of an equality of votes, the motion shall be resolved in the negative.
- (b) Any Board member, being unable to attend a Board meeting, may appoint another member of the Board as a proxy, up to a limit of twice per member between any two consecutive AGMs; such authorisation to be delivered to the Director in accordance with clause 23 before the commencement of the meeting.

**15(11) Duties of Board members**

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

**16. 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.

**17. PUBLIC OFFICER**

**17(1) Appointment**

- (a) The Board may appoint any person 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, Board member, or any other person regarded as suitable for the position by the Board, including the Director.

**18. SPECIAL RESOLUTIONS**



**18(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.

**18(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.

**19. DISSOLUTION**

- (a) The Members of ACIUCN must resolve to voluntarily wind up the ACIUCN upon AIUCN's Membership being less than the minimum number required by IUCN for formal recognition as a national Board for IUCN.
- (b) Upon winding up of the ACIUCN for any reason, the Board shall distribute the assets and accrued income of the ACIUCN, as determined by special resolution, to one or more organisations which subscribe to the purpose and objects of the ACIUCN and in accordance with section 65 of the Act.

**20. 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.

**21. 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.

**22. 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.

**23. 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 59<sup>th</sup> Meeting of ACIUCN on 14<sup>th</sup> April 2011.
  2. Further amended by Special Resolution at the ACIUCN AGM 20<sup>th</sup> November 2013.
  3. Further amended by Special Resolution at 14 December in 2021