



CONSTITUTION

AUSTRALIAN COMMITTEE FOR IUCN INCORPORATED

1. DEFINITIONS

In this Constitution unless contrary intention is expressed:

"**Act**" means *Associations Incorporation Act 2009 NSW*

"**Associate**" means a non-voting Associate of the Committee

"**Associate Body**" means an Associate being an agency or organisation currently operating in Australia.

"**Chair**" means the Chair of the Committee.

"**Council**" means the Council of IUCN.

"**Committee**" means the Australian Committee for IUCN Incorporated.

"**Constitution**" means the Constitution of the Committee.

"**Executive**" means the Executive of the Committee.

"**Fund**" means the Public Fund established under clause 11(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 Committee.

"**Member Body**" means a Member being an agency or organisation currently operating in Australia.

"**Member of IUCN**" means any organisation which pays membership dues to IUCN and which is either a State, Government Agency, National Non-Governmental Organisation or Affiliate Member of IUCN.

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

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

"**Secretary**" means the Secretary of the Committee.

"**Treasurer**" means the Treasurer of the Committee

2. NAME

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

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 International Union for the Conservation of Nature 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 which values and conserves nature' in accordance with the mission and policies of IUCN.

4. OBJECTS

The objects of the Committee shall be:-

4(1) To achieve the purposes of the Committee 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
- (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 Committee, 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 Committee 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
- (c) that does not receive any other money or property
- (d) that is used only to support the Committee's environmental objects.

5. POWERS

The Committee 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 Committee.

6. PECUNIARY BENEFIT

The Committee 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 Committee 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 Committee.

7. MEMBERS AND ASSOCIATES

7(1) Membership

Membership shall be open to:

- (a) any Australian agency or organisation that is a member of IUCN;
- (b) persons resident in Australia who are members of the IUCN 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 Committee shall write immediately to that agency or organisation inviting them to become a Member. That agency or organisation shall become a Member upon 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 Committee shall write to that person inviting them 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

Australian organisations or individuals in the following categories who are not members of IUCN:-

- (a) non-government conservation organisations;
- (b) government agencies with a primary responsibility for nature conservation;
- (c) individuals resident in Australia who are members of IUCN Commissions, specialist groups and task forces may be admitted as non-voting ACIUCN Associates, upon written acceptance of the invitation of the Committee and receipt of the appropriate Associate dues for the current year.

7(4) Honorary Life Membership

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

7(5) Annual Dues

- (a) Annual Member and Associate dues shall be payable as determined by the Committee at its Annual General Meeting. The Committee may determine different Member and Associate dues for different categories of Members and Associates.
- (b) All dues shall be payable on invoice issued by the Committee for payment in the financial year.

7(6) Register of Members and Associates

- (a) A register of Members and Associates shall be kept by the Committee 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 Member Body.
- (c) The register of Members and Associates must be kept in New South Wales at the main premises of the Committee.
- (d) The register of Members and Associates must be available for inspection, free of charge, by any Member or Associate of the Committee on a reasonable basis.
- (e) A Member or Associate of the Committee 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 Committee or other material relating to the Association, or
 - ii. any other purpose necessary to comply with a requirement of the Act or the Regulation.

7(7) Cessation of Membership or Associate status

Membership or associate status shall cease upon resignation, expulsion, if the agency or organisation is no longer a member of IUCN, or where a person no longer holds the position within IUCN by virtue of which they qualified for membership or associate status of the Committee. Any Member who is more than six months in arrears of dues shall be deemed to have ceased membership or associate status of the Committee unless otherwise decided by a meeting of the Executive.

8. RIGHTS OF MEMBERS AND ASSOCIATES

8(1) Representation at Meetings

- (a) All Members and Associates shall be entitled to attend Committee meetings.
- (b) Member Bodies shall be permitted to send up to three delegates to meetings, one of which shall be accredited by that Member Body to act as its representative and to vote on its behalf.
- (c) Associate Bodies shall be entitled to send one delegate to Committee meetings.

8(2) Freedom of Action

- (a) Notwithstanding anything in the foregoing, no decision of the Executive or Committee is binding on any Member or Associate and the Executive, Chair or any other duly authorised person shall, in speaking on behalf of the Committee, record the dissent of any Member or Associate to any decision of the Executive or Committee, 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 Committee, a Member or Associate shall not use the Committee's name nor involve the Committee in any way.
- (d) No Member or Associate shall make any public statement on behalf of the Committee or purport to represent the Committee in any matter or correspondence unless authorised by the Executive in writing.

9. LIABILITY OF MEMBERS

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

10. FINANCE

10(1) Source of Funds

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

10(2) Books of Account

The Committee shall keep books and audited statements shall be presented at the Annual General Meeting. The financial year of the Committee shall run from 1 July to 30 June.

10(3) Management of Funds

The Executive shall determine procedures for the proper management of the funds of the Committee.

10(4) Costs of Travel to Meetings

The Executive may, with the support of a government and non-government Executive member, make grants to enable delegates from non-government Member organisations to attend Committee meetings.

10(5) The Public Fund

- (a) The Committee may establish and name a Public Fund under the Constitution of the Committee which shall apply except as otherwise specified in this section.
- (b) The objective of the Fund is to support the Committee's environmental purposes and objects.
- (c) The Committee shall inform the Federal Department responsible for the environment as soon as possible if: it changes its name or the name of the Fund; or if there is any change to the membership of the management committee of the Fund; or there has been any departure from the model rules for public funds located in the *Guidelines to the Register of Environmental Organisations*.
- (d) The Committee 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 Executive. 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 Committee.
- (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 Committee.
- (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 Committee and not influenced by the preference of the donor.
- (k) Statistical information requested by the 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 Committee and the 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.

- (m) If the Fund is wound up, any surplus monies or other property shall be transferred to another fund or funds, having objects similar to the Objects of the Committee and on the Register of Environmental Organisations.

11. MEETINGS OF THE COMMITTEE

11(1) Annual General Meeting

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

11(2) Ordinary Meetings

Ordinary meetings of the Committee shall be called upon order of the Chair of the Committee, the Executive, or upon written request of one-quarter of the Members of the Committee.

11(3) Notice

Notice of all Committee 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.

11(4) Method of Operation

Decisions of the Committee 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 11(5).

11(5) Voting

- (a) Members of the Committee shall each have one vote only.
- (b) In the event of an equality of votes, the motion shall be resolved in the negative. The Chair of the Committee shall not have a casting vote in the event of an equality of votes.
- (c) Where a Member is unable to attend a Committee meeting, it may appoint another Member or Member's delegate as proxy by authorisation signed by or on behalf of the Member delivered to the Secretary before the commencement of the meeting in accordance with clause 19.
- (d) A limit of three proxies may be held by any one person for a meeting.

11(6) Quorum

For the purpose of transacting business a quorum shall comprise no less than ten (10) Members or their proxies, or one-third of Members, whichever is more, and, shall include not less than five (5) Members which are government organisations, and five (5) Members which are non-government organisations.

11(7) Observers

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

12. EXECUTIVE

12(1) Composition

- (a) The Executive of the Committee shall consist of four (4) delegates of different Member Bodies and the other persons entitled to be Executive members by this Constitution.
- (b) Two (2) of the elected members of the Executive must be representatives of non-government member organisations and two (2) must be representatives of government member organisations.
- (c) The Annual General Meeting shall elect one of the Executive elected at that

meeting as Chair of the Committee who shall chair all meetings of the Committee and Executive, excepting in that person's absence when members present shall choose an alternative.

- (d) The position of Chair shall alternate every two years between a delegate of non-government member organisations and a delegate of government member organisations.
- (e) If for any reason the Chair is temporarily unable to perform their duties, the Executive may appoint an Acting Chair for that period.
- (f) Any IUCN Regional Councillor resident in Australia shall be eligible to be an Executive member while they hold this office.
- (g) A Secretary shall be appointed by the Executive and will be eligible to attend Executive meetings but will not be a member.
- (h) A Treasurer, who may be a current member of the Executive, shall be appointed by the Executive and shall be a member of the Executive if not already a member.

12(2) Method of Election

- (a) The vacancies for members of the Executive shall be filled as two groups as in the manner outlined in clauses 12(1) (b), (c).
- (b) Nominations to the Executive shall be sought 28 days prior to the Annual General Meeting and submitted in writing by the membership 14 days before Annual General Meeting.
- (c) Details of candidates will be circulated by the Executive 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.
- (d) Members of the Executive and the Chair shall be elected by preferential voting.

12(3) Tenure of Executive Members

- (a) Members elected or appointed to the Executive shall hold office for a term of one year and shall be eligible for further terms.
- (e) The Chair of the Committee shall not hold office for more than two terms of one year consecutively.
- (f) The Chair and members of the Executive shall continue to hold office so long as

they remain the delegate of any Member Body in the same membership category.

12(4) Casual Vacancies

- (a) Any vacancy occurring within the Executive up to two months before an Annual General Meeting shall be filled by a ballot of all members; nominations being subject to clause 12(1) (b).
- (b) If for any reason the elected Chair is unable to complete a term of office, a member of the Executive who is from the same membership category as the elected Chair shall automatically assume the role of Acting Chair until and including the next Annual General Meeting or until such time as the conduct of a ballot of all members, whichever is the sooner.

12(5) Executive Meetings

- (a) The Executive 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 Committee and attending to matters of an urgent nature which do not warrant the calling of an Ordinary Meeting.
- (b) Meetings of the Executive shall be called upon order of the Chair of the Committee or upon written request of two Executive 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 Executive meetings shall be given to Executive members except as otherwise unanimously agreed by a quorum of members of the Executive.

12(6) Quorum

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

12(7) Method of Operation

Decisions of the Executive 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 12(8).

12(8) Voting

- (a) The Chairperson of a meeting of the Executive 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 Executive member, being unable to attend an Executive meeting, may appoint another member of the Executive as a proxy, up to a limit of twice per member between any two consecutive Annual General Meetings; such authorisation to be delivered to the Secretary in accordance with clause 19 before the commencement of the meeting.

12(9) Duties of Officers

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

13. PUBLIC OFFICER

13(1) Appointment

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

14. SPECIAL RESOLUTIONS

14(1) When Required

A special resolution must be passed by a meeting of the Committee in accordance with the Act to effect the following changes:

- (a) a change of the Committee's name, Constitution, purposes or objects;
- (b) an amalgamation with another Incorporated Association;

- (c) to voluntarily wind up the Committee and distribute its property.

14(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 must be present at the meeting; and
- (d) at least three-quarters of those present must vote in favour of the resolution.

14(3) Exception

In situations where it is not possible or practicable for a resolution to be passed as described in clause 14(2), it may be passed as directed under section 39 of the Act.

15. DISSOLUTION

- (a) The Committee shall be dissolved upon its membership being less than the minimum number required by IUCN for formal recognition as a national committee organisations or upon the passing of a special resolution at a meeting specifically convened to consider such questions.
- (b) Upon dissolution of the Committee, the Executive shall distribute the assets and accrued income of the Committee as determined by special resolution, to one or more organisations which subscribe to the purpose and objects of the Committee as stated in Clauses 3 and 4 and in accordance with section 65 of the Act.

16. INSURANCE

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

17. EXECUTION OF DOCUMENTS

The Executive shall establish procedures and authorisations for the execution of documents on behalf of the Committee.

18. CUSTODY OF BOOKS

- (a) Except as otherwise provided in this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books and other

documents relating to the Committee.

- (b) The records, books and other documents of the Committee shall be open for inspection, free of charge by a Member or Associate of the Committee during business hours, and by any person where required by the Act.

19. 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.