



# Constitution

**Incorporating Amendments up to and including 30 July 2025**

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# **THE CONSTITUTION OF THE CONSERVATION COUNCIL OF WESTERN AUSTRALIA (INC.)**

## **1. NAME**

The name of the Association shall be the Conservation Council of Western Australia (Inc.), hereinafter called the Council.

## **2. OBJECTS**

The prime object of the Council is to promote conservation of the natural environment environmental protection and sustainability throughout the State of Western Australia and more particularly, but without limiting the generality of the foregoing:

- (a) to provide a means whereby those bodies interested in conservation of the natural environment, environmental protection and sustainability and that subscribe to the Council's objects can have regular and formal communication with one another.
- (b) to consider matters of common interest and to arrive at agreed common policy about conservation of the natural environment, environmental protection and sustainability, and the administration of the Council.
- (c) to act as spokespersons on matters of agreed policy and to press for adoption of, or action on, agreed policy by the appropriate authorities.
- (d) to sponsor or engage in education and research activities in the field of conservation of the natural environment, environmental protection and sustainability.
- (e) to provide a clearing house and repository for conservation of the natural environment, environmental and sustainability information in the State.
- (f) to provide a means of liaison with other bodies dealing with conservation of the natural environment, environmental protection and sustainability, including national and international bodies.
- (g) to provide assistance to Member Bodies and Corresponding Bodies where possible, provided that such assistance is deemed to further the objects of the Council.
- (h) to engage with the political process through campaigning, lobbying and meeting, including Ministers, Members of Parliament, advisers and political party representatives and committees, but to retain a strictly neutral position in regard to party politics.

### **3. POWERS RELATING TO PROPERTY**

The Council shall have the power to:

- (a) purchase, acquire, receive, lease or borrow any real or personal property and sell, transfer, demise or otherwise deal with any real or personal property of the Council.
- (b) seek and accept subscriptions, collect funds, and receive donations and other financial aid from any person, trust, corporation, firm, instrumentality of Government, or any other body, provided that acceptance of such funds, donations or financial aid shall comply with the Council policy on corporate funding and not include the acceptance of any condition or conditions that might prevent the Council from meeting any or all of the objects of this Constitution and shall be at the discretion of the Executive Committee which may make recommendations to the Council.
- (c) undertake and execute any trust considered necessary or desirable and accept any gift, endowment, bequest or devise made to the Council generally or for the purpose of any specific object and carry out any trust attached to any gift, endowment, bequest or devise.
- (d) raise, borrow and invest money and secure repayment of money borrowed or the repayment of any debt or liability of the Council by any lawful means.
- (e) Exercise any power or invitation given to it by law, including those powers under section 13 of the *Associations Incorporation Act 2015 (WA)*.

### **4. POLICY RELATING TO PROPERTY**

The Council is not formed or carried on for the purpose of trading or securing pecuniary benefit to any person or body. The property and income of the Council shall be applied solely towards the objects of the Council and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or profit to Member or Corresponding Bodies, staff, or Trustees of the organisation.

### **5. MEMBERSHIP**

#### **5.1 Categories of Membership**

There shall be two categories of body that can be members of the Council, viz.: Member Body and Corresponding Body. Each category shall be open to any society, company, body or association which is interested in and deals with conservation of the natural environment, environmental protection and sustainability and subscribes to the Council's objects and agrees to be bound by this Constitution either as a Member Body or Corresponding Body as hereinafter provided for.

## **5.2 Application for Membership**

- 5.2.1 A body that wishes to become a Member Body or Corresponding Body shall complete and sign a membership application in such form as the Executive Committee from time to time directs and forward such application to the Executive Committee.
- 5.2.2 The Executive Committee shall consider each application at the next Executive Committee meeting following its receipt of the application and shall prepare a recommendation on the application for the Council.
- 5.2.3 At the next Council meeting after the Executive Committee has made its recommendation, the Council shall consider the recommendation and accept or reject that application.
- 5.2.4 A newly admitted body shall be admitted only as a Corresponding Body. Such bodies may apply to have their membership upgraded to Member Body after at least 12 months membership of the Council and following the process in 5.2.2 -5.2.3 above.
- 5.2.5 If an application is accepted, admission shall date from the time the application is accepted and dues are paid in accordance with Clause 6.
- 5.2.6 If an application for membership is rejected, the applicant body may reapply after a lapse of at least 12 months.

## **5.3 Member Body**

- 5.3.1 As soon as possible after its application is accepted, and when renewing its membership each year, each Member Body shall nominate in writing a delegate and a proxy for that delegate to represent it on the Council.
- 5.3.2 At least 24 hours before the scheduled commencement of a Council meeting, a Member Body may nominate in writing a replacement of its delegate and/or proxy.
- 5.3.3 The nomination by a Member Body of a delegate and proxy shall be accepted by the Council unless the Council, for reasons that seem to it good and sufficient, refuses a nomination by way of a motion passed at a Council meeting.
- 5.3.4 The Council may request any Member Body to nominate a replacement for a casual vacancy of that Member Body's delegate or proxy.
- 5.3.5 Both the delegate and proxy of a Member Body have the right to attend and speak at Council meetings.

5.3.6 Each Member Body shall have one vote only on the Council through its delegate, or if the delegate is not in attendance, its proxy.

5.3.7 No single person may be the delegate and/or proxy for more than two Member and/or Corresponding Bodies at any one time.

#### **5.4 Corresponding Body**

5.4.1 A body that is a Corresponding Body by virtue of Sub-Clause 5.4 and does not wish to become a Member Body of the Council, but wishes to maintain liaison with it, and through it with other bodies, may remain a Corresponding Body.

5.4.2 A Corresponding Body shall have all the privileges and obligations of a Member Body with the exception that its delegate and proxy may not address Council meetings without the approval of the Council and it does not have voting rights and it cannot move or second motions.

#### **5.5 Removal from Membership**

5.5.1 The Council may for reasons which seem to it good and sufficient cause a Member Body or Corresponding Body to be removed from membership of the Council. Notice of Motion of such action shall be given at the Council meeting prior to that at which the motion is put. The Council may, but shall not be required to, give reasons for its actions in this matter.

5.5.2 An application for membership from a Member Body or Corresponding Body that has been removed from membership of the Council in accordance with the foregoing shall not be considered by the Council until at least six months after such removal.

#### **5.6 Supporters**

5.6.1 The Council may maintain a register of persons who subscribe to the Council's objects. The persons on this register are the Supporters of the Council. The Executive Committee will from time to time determine policies as to who will be included on the register of Supporters.

5.6.2 The Executive Committee will from time to time determine what fees, benefits, communications and other involvement in the Council apply to Supporters of the Council.

#### **5.7 Withdrawal from Council**

Any Member Body or Corresponding Body that ceases to be a member of the Council by act of resignation or by a resolution in accordance with Sub-Clause 5.5 or by failure to pay dues as required under Clause 6 shall forfeit any subscription paid and shall have no claim to any share of monies or property owned by the Council.

## 6. DUES

### 6.1 Payment

Dues payable by Member Bodies and Corresponding Bodies shall be payable on the first day of July in each year at a level determined from time to time by the Council.

### 6.2 Arrears

The membership of any Member Body or Corresponding Body may be terminated according to the provisions of Sub-Clause 5.5 at any time when its dues are in arrears.

### 6.3 Pro-rata payments

Dues payable by new Member Bodies or Corresponding Bodies shall be the monthly pro rata amount of the dues determined in Sub-Clause 6.1, calculated as at the time their application is accepted in accordance with Sub-Clause 5.2.5.

### 6.4 Non-payment

Member Bodies whose dues are in arrears do not have voting rights and are not counted for the purposes of a quorum at Council meetings under Sub-Clause 12.2.

## 7. DISPUTE RESOLUTION

### 7.1 Terms used

In this Clause —

***grievance procedure*** means the procedures set out in this Clause;

***party to a dispute*** includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 7.2 Application of Clause

The procedure set out in this Clause (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association.

### **7.3 Parties to attempt to resolve dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### **7.4 How grievance procedure is started**

- 7.4.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 7.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 7.4.2 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 7.4.3 The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 7.4.4 The notice given to each party to the dispute must state:
  - (a) when and where the committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 7.4.5 If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under Clause 8,the committee must not determine the dispute.

### **7.5 Determination of dispute by committee**

- 7.5.1 At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

7.5.2 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

7.5.3 A party to the dispute may, within 14 days after receiving notice of the committee's determination under Clause 7.4.1, give written notice to the secretary requesting the appointment of a mediator under Clause 8.

7.5.4 If notice is given under Sub-Clause 7.5.3, each party to the dispute is a party to the mediation.

## **8. MEDIATION**

### **8.1 Application of Clause 8**

8.1.1 This Clause applies if written notice has been given to the secretary requesting the appointment of a mediator —

- (a) by a member under Clause 7.4.5; or
- (b) by a party to a dispute under Clause 7.5.3.

8.1.2 If this Clause applies, a mediator must be chosen or appointed under Sub-Clause 8.2.

### **8.2 Appointment of mediator**

8.2.1 The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under Sub-Clause 8.1(a) — by agreement between the Member and the committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under Subclause 8.1(b) — by agreement between the parties to the dispute.

8.2.2 If there is no agreement for the purposes of Sub-Clause 8.1(a) or Sub-Clause 8.1(b) then, subject to Sub-Clauses (3) and (4), the committee must appoint the mediator.

8.2.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- (a) a member under Sub-Clause 8.1(a) or
- (b) a party to a dispute under rule 8.1(b); or
- (c) a party to a dispute under Clause 7.5.3 and the dispute is between one or more members and the Association.

- 8.2.4 The person appointed as mediator by the committee may be a member or former member of the Association but must not —
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### **8.3 Mediation process**

- 8.3.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 8.3.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 8.3.3 In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 8.3.4 The mediator cannot determine the matter that is the subject of the mediation.
- 8.3.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 8.3.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

### **8.4 State Administrative Tribunal**

Under Section 182(1) of the Act an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in Clauses 8.

### **8.5 Suspension or Expulsion of a Member**

If mediation results in a decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Clause 7.5.3 and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **9. EXECUTIVE COMMITTEE**

### **9.1 Powers of Executive Committee**

The business of the Council is to be managed by or under the direction of the Executive Committee. The Executive Committee is the management committee for the purposes of the *Associations Incorporation Act 2015 (WA)* (as amended or replaced from time to time). The members of the Executive Committee may exercise all the powers of the Council except any powers that the *Associations Incorporation Act 2015 (WA)* or this Constitution requires the Council to exercise in general meeting.

### **9.2 Quorum of Executive Committee**

A quorum at a meeting of the Executive Committee shall be five elected members of the Executive Committee

### **9.3 Members of Executive Committee**

The Executive Committee shall consist of the office bearers of President, Vice-President, Honorary Secretary, Honorary Treasurer and up to six Executive Committee Members (together “Executive Committee Members”).

### **9.4 Executive Director a Member of the Executive Committee**

The Executive Director of the Council shall be an ex-officio Executive Committee Member.

### **9.5 Decision Making and Voting**

Decisions of the Executive Committee should be made by consensus where possible. Where consensus is not possible, each Executive Committee Member shall be entitled to one vote only. The Chairperson of the meeting shall have a casting vote.

### **9.6 Requirement for Members to Declare any Conflict of Interest**

Any Executive Committee Member who has a direct or indirect pecuniary interest in a matter before the Committee must declare the interest, may not take part in discussions on the matter, and cannot vote on the matter. Any other conflict of interest must be declared, and the Executive Committee shall then determine how the conflict is to be dealt with.

## **9.7 Payments to Members of the Executive Committee**

A member of the Exec Committee may receive a direct payment from the Council for work undertaken for the Executive Committee or the Council only if permission for that payment is sought from and is approved by the Council through a resolution at a general meeting.

## **9.8 Persons prohibited from being members of the Executive Committee**

9.8.1 A person will be prohibited from being a member of the Executive Committee if he/she:

- (a) is an undischarged bankrupt or if his/her affairs are under insolvency laws;
- (b) has been convicted of an offence in connection with the promotion, formation or management of a body corporate;
- (c) has been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment ; or
- (d) has been convicted of an offence under Division 3 (the duties of officers' provisions) or section 127 (the duty with respect to incurring of debt) of the *Associations Incorporation Act 2015 (WA)*.

9.8.2 Where a person is prohibited because he/she has been convicted of an offence, he/she cannot be a committee member for a period of five years from his/her conviction, except where the conviction resulted in imprisonment, in which case he/she cannot be a committee member for five years from his/her release from custody.

## **9.9 Use of Technology to be present at Executive Committee Meetings**

9.9.1 The presence of an Executive Committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

9.9.2 An Executive Committee member who participates in a committee meeting as allowed under sub-clause 9.9.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

# **10. DUTIES OF EXECUTIVE COMMITTEE MEMBERS**

## **10.1 President**

The President shall:

- 10.1.1 Chair all meetings of the Council and the Executive Committee and shall be an ex-officio member of all sub-committees.
- 10.1.2 Make public statements on behalf of the Council,
- 10.1.3 Prepare and submit an Annual Report at the Annual General Meeting.
- 10.1.4 Sign all outgoing correspondence.

## **10.2 Vice-President**

The Vice-President shall assume the duties of President in her/his absence.

## **10.3 Honorary Secretary**

The Honorary Secretary shall:

- 10.3.1 Keep a register of Member Bodies', Corresponding Bodies' and Supporters' names, postal and email addresses, delegates, proxies and financial status, and make the register available to be inspected and copied by any Executive Officer of any Member Body or Corresponding Body.
- 10.3.2 Make the Constitution available to be inspected and copied by any Executive Committee Member, any Member Body or Corresponding Body.
- 10.3.3 Make a register of Executive Committee Members' names and postal addresses available to be inspected and copied by any Executive Officer of any Member Body or Corresponding Body.
- 10.3.4 Ensure that proper minutes are taken of Council and Executive Committee meetings and a record kept thereof. Upon reasonable notice, the Council's Minutes, Annual Reports and Financial Statements shall be made available to be inspected by Executive Officers of any Member Body or Corresponding Body.
- 10.3.5 Where possible ensure that copies of minutes, agendas and all other material required by the Council or the Executive Committee are provided for all delegates and Executive Committee Members seven (7) days prior to the meeting for which they are prepared.
- 10.3.6 Have custody of the Common Seal of the Council.
- 10.3.7 Keep a register of Council policies and make it available to be inspected and copied by any person.

- 10.3.8 Keep a register of any delegations made in accordance with Clause 10.6.
- 10.3.9 Keep any other documents or records, other than those in Clause 10.4, which are required by law.
- 10.3.10 Ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.

## **10.4 Honorary Treasurer**

The Honorary Treasurer shall:

- 10.4.1 Cause to be kept such accounting records as correctly record and explain the Council's financial transactions and financial position enable true and fair accounts to be prepared from time to time and enable accounts to be conveniently and properly audited.
- 10.4.2 Present a statement of income and expenditure at each meeting of the Council.
- 10.4.3 Present an audited statement and balance sheet for the previous year at the Annual General Meeting of the Council.
- 10.4.4 Ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.

## **10.5 Executive Committee Members**

- 10.5.1 Duties of Members of Executive Committee

The Executive Committee Members, apart from taking part in the normal business of the Executive Committee, shall carry out such duties as the Executive Committee shall from time to time determine.

## **10.6 Delegations**

- 10.6.1 Executive Committee Members may, with the approval of the Executive Committee, delegate any general or specific duty or power which they have to another Executive Committee Member or an employee of the Council and a record shall be kept of such delegation.

- 10.6.2 In urgent circumstances, the President may delegate any general or specific duty of any Executive Committee Member to another Executive Committee Member, or an employee of the Council and a record shall be kept of such delegation.

## **11. ELECTION OF EXECUTIVE COMMITTEE**

### **11.1 Election of Members of Executive Committee**

- 11.1.1 Executive Committee Members of the Council shall be elected at the Annual General Meeting (AGM) by secret ballot.
- 11.1.2 Members of the Executive Committee are elected / re-elected at each AGM for a one year term.
- 11.1.3 No person may serve in a particular office on the Executive Committee for more than six consecutive years.
- 11.1.4 Nominations in writing for election to the Executive Committee shall be signed by the proposer, seconder and nominee and delivered to the Honorary Secretary at least three weeks before the Annual General Meeting.
- 11.1.5 Nominees may withdraw their nomination up to 24 hours before the scheduled commencement time of the Annual General Meeting.
- 11.1.6 A list of candidates for election to the Executive Committee shall be forwarded to the Member Bodies along with other material relating to the meeting.
- 11.1.7 All single-member positions shall be filled by preferential voting.
- 11.1.8 All multi-member positions shall be filled by preferential voting.
- 11.1.9 Subject to Clause 11.1.10, only members of a Member Body or Corresponding Body are eligible to nominate for, and propose and second a person for, a position on the Executive Committee.
- 11.1.10 The Executive Committee may, with the approval of the Council at a General Meeting, co-opt an additional one or two people with special skills to be office bearers or members of the Executive Committee. Co-opted people should normally be a member of a Member Body or Corresponding Body, and do not need to be elected.
- 11.1.11 The Executive Committee may, with the approval of the Council at a General Meeting and without the need for a nomination or election process, appoint a member of any Member Body or Corresponding Body to fill a vacancy in the Executive Committee.

- 11.1.12 If any Executive Committee Member fails to attend three successive meetings of the Council or the Executive Committee without leave of absence of the Executive Committee, the position shall be treated as vacant and be refilled in accordance with Sub-Clause 11.10

## **12. COUNCIL MEETINGS**

### **12.1 Meetings**

- 12.1.1 Council meetings may be held monthly and at least four meetings shall be held in every calendar year.
- 12.1.2 An Annual General Meeting shall be held once in each financial year and at a time, date and place to be specified by the Executive Committee provided only that it shall be held within six months of the end of each financial year.
- 12.1.3 A Special Meeting of the Council shall be convened at the direction of the Executive Committee or at the request in writing to the Secretary of ten percent or more of financial Member Bodies. A meeting called under this Clause shall be convened within 28 days of the Secretary receiving the notification.
- 12.1.4 Notification of all meetings of Council must be provided by the Secretary to Member Bodies and Corresponding Bodies a minimum of 21 days before the date of the meeting. The notice shall specify the business for which the meeting has been called and call for any motions in accordance with Clause 12.7.1.
- 12.1.5 Motions must be received by the Secretary at least 14 days before the meeting. The Secretary will provide to Member Bodies and Corresponding Bodies the motions and supporting documentation provided in accordance with Clause 12.7.1 at least seven days before the meeting.
- 12.1.6 For the purposes of Clauses 12.1.4 and 12.1.5 notification may be undertaken by the Secretary by electronic means.
- 12.1.7 Executive Committee Meetings shall be held as often as the President deems necessary but shall in any event be held at least eight times a year.
- 12.1.8 Any two members of the Executive Committee may request the Secretary in writing to call a meeting of the Executive Committee. Meetings called at the request of two or more Executive Committee members will be held within 10 days of the date of the Secretary receiving the request.

- 12.1.9 The Secretary will give at least seven days' notice to all Executive Committee Members of the date, time, location and agenda of all meetings.
- 12.1.10 Provided facilities are available, Supporters and members of Member Bodies and Corresponding Bodies, in addition to their delegates and proxies, may attend meetings of the Council as observers, provided that the Council may resolve to hold part or all of a given meeting in camera, in which case observers shall then leave the meeting room. Any other person may also attend Council meetings, unless for reasons which seem to it good and sufficient, the Council bars some person(s) from attending by way of a procedural motion passed at a Council meeting.

## **12.2 Quorum**

- 12.2.1 A meeting of Council may be held at two or more venues using any technology that gives the Member Bodies and Corresponding Bodies a reasonable opportunity to participate.
- 12.2.2 A quorum at a meeting of the Council shall be the representatives from not less than one-fifth of the financial Member Bodies. For the purposes of this clause, a representative includes the delegate or proxy appointed under Clause 5.7 who is either physically present or participating using a technology under Clause 12.2.1, subject to the requirement that no person may be the representative of more than two Member Bodies.

## **12.3 Business of Council Meetings**

- 12.3.1 To receive and, if in order, to adopt the Minutes of the previous meeting and to deliberate on matters arising therefrom.
- 12.3.2 To consider recommendations from the Executive Committee and, when appropriate, to endorse action taken by it.
- 12.3.3 To receive and, if in order, to adopt the financial statement and to deliberate on any matters arising therefrom.
- 12.3.4 To discuss and vote on any motion advised to member Bodies and Corresponding Bodies in accordance with Clause 12.7.
- 12.3.5 To recommend to the Executive Committee the formation of committees and working groups in accordance with motions and to receive and consider reports and recommendations from them as submitted through the Executive Committee.

- 12.3.6 To appoint representatives to other organisations in accordance with motions and to consider reports and recommendations from such representatives.
- 12.3.7 At Annual General Meetings to receive and consider the Annual Report including an audited statement and balance sheet which shall be submitted by the outgoing Executive Committee.
- 12.3.8 To receive, discuss, and adopt Council policies and strategies as recommended by the Executive Committee in accordance with Clause 12.1.2.

## **12.4 Chairperson**

- 12.4.1 The President shall chair Council meetings. In her/his absence the Vice-President, if present, shall chair the meeting. In the event of the absence of the President, and Vice-President the Member Bodies represented shall elect a chairperson from among their number.

## **12.5 Voting**

- 12.5.1 Decisions of the Council should be made by consensus where possible. Where consensus is not possible, each Member Body shall be entitled to one vote only. The Chairperson shall not have a casting vote.

## **12.6 Speakers' time**

- 12.6.1 The Chairperson shall in general determine the time given to a speaker who is delivering a report, speaking on any matter affecting the Council, or moving, seconding or speaking on a motion before the Chair.

## **12.7 Motions at Council Meetings**

- 12.7.1 All motions must have:
- (i) a mover, who must be the delegate or proxy of a Member Body; and
  - (ii) a seconder, who must be the delegate or proxy of another Member Body; and
  - (iii) a draft resolution, and
  - (iv) a paper setting out the rationale for the motion
- 12.7.2 Motions must be submitted prior to the meeting in accordance with Clauses 12.1.4 to 12.1.6. No motion, except procedural motions, will be accepted at the meeting, except in very special circumstances as determined by the Chairperson.
- 12.7.3 After the mover not more than three delegates including the seconder shall speak for the motion and three against it unless the Chairperson rules otherwise.

12.7.4 At the conclusion of the last speaker's address, the mover may exercise a right of reply.

12.7.5 The Chairperson may rule a motion out of order whereat the mover shall resume her/his seat.

## **12.8 Assent**

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## **12.9 Dissent**

12.9.1 Any delegate may move a motion of dissent from a ruling by the Chairperson. On such a motion the Chairperson shall immediately cause normal business to cease and shall appoint an acting Chairperson and vacate the chair. The acting Chairperson shall call on first the mover of the motion of dissent and then the Chairperson to speak to the matter and then shall put it to the vote. The motion of dissent shall be deemed to have been passed by the assent of two-thirds of the Member Bodies represented, after which the Chairperson shall resume the chair and shall reframe the ruling in order to conform with the feeling of the meeting or withdraw it altogether. With the support of less than two-thirds of the Member Bodies represented the motion of dissent shall be lost and the Chairperson shall resume the chair and the ruling shall stand.

## **12.10 Conflict of interest**

12.10.1 Any Member Body, or person representing a Member Body, who has a direct or indirect pecuniary interest in a matter before the Council must declare the interest, may not take part in discussions on the matter, and cannot vote on the matter. Any other conflict of interest must be declared, and the Council shall then determine how the conflict is to be dealt with.

## **12.11 Independence of Member Bodies**

Notwithstanding anything in the foregoing:

12.11.1 A Member Body has the right to dissent from or abstain from voting on any motion at a Council meeting. Where a Member Body wishes to record its dissent or abstention, it shall have the right to do so.

12.11.2 No resolution of the Council is binding on any Member Body, and the President shall, in speaking on behalf of the Council, state the dissent of any Member Body whose dissent or abstention has been recorded as required by Sub-Clause 12.91.

12.11.3 There shall be no limitation of freedom of Member Bodies or Corresponding Bodies to take any action on any matter that they choose, regardless of the action taken by the Council on that matter. However, a Member Body or Corresponding Body shall not use the Council's name or involve the Council in any way.

12.11.4 Delegates and proxies at Council meetings shall not formally discuss or vote on any matter relating to the internal affairs of any Member Body or Corresponding Body.

## **12A MAKING DECISIONS AT GENERAL MEETING**

### **12A.1 Special Resolutions**

(a) “**Special Resolution**” means a resolution that complies with the requirements of the *Associations Incorporation Act 2015 (WA)* to be a special resolution and must be passed at an Annual General Meeting or Special General Meeting at which there is a quorum and be supported by the votes of not less than 75 percent of the Member Bodies eligible to cast a vote at the meeting who are present either in person, by proxy or present through the use of technology pursuant to Clause 12.2.1 or have voted by electronic means.

(b) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Clause 12A.1(a).

(c) Notice of a Special Resolution must:

- i. be in writing;
- ii. include the place, date and time of the meeting;
- iii. include the intention to propose a Special Resolution;
- iv. set out the wording of the proposed Special Resolution; and
- v. be given in accordance with Clause 12B.

(d) If notice is not given in accordance with Clause 12A.1(a), the Special Resolution will have no effect.

### **12A.2 Ordinary Resolutions**

A majority of votes will determine an Ordinary Resolution.

### **12A.3 Voting at meetings**

A Member Body casts a vote at an Annual General Meeting or Special General Meeting either by:

- (a) attending in person or by proxy or through the use of technology and voting; or
- (b) by electronic vote in accordance with Clause 12A.4.

### **12A.4 Postal Voting for General Meetings**

Any Member Body entitled to vote, but unable to attend any Annual General Meeting or Special General Meeting, may vote by electronic vote on any resolutions included in the notice calling the General Meeting, provided the Member Body:

- (a) has requested in writing at least 10 days prior to the Annual General Meeting or Special General Meeting that the Secretary provide an electronic vote form;
- (b) exercise their vote by electronic vote by:
  - (i) completing the prescribed form sent by the Secretary for that purpose; and
  - (ii) sending the completed form as a pdf or photo image, by email to the Secretary at least 48 hours before the date and time set for the General Meeting; and
- (c) such electronic votes will be counted prior to the commencement of the General Meeting by a returning officer appointed for such purpose by the Board. The number of electronic votes for and against a resolution will be declared at the time that the resolution is put to a vote at the General Meeting.

#### **12A.5 Poll at General Meetings**

- (a) At an Annual General Meeting or Special General Meeting, a Poll on any question may be demanded by either:
  - (i) the chairperson of the meeting; or
  - (ii) at least three Member Bodies present in person.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
  - (i) immediately in the case of a Poll which relates to electing a person to preside as chairperson over the meeting;
  - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
  - (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

### **12B NOTICES**

- (a) A notice or other communication connected with this Constitution has no legal effect unless it is in writing and given as follows:
  - (i) delivered by hand to the nominated address of the addressee;
  - (ii) sent by post to the nominated postal address of the addressee; or
  - (iii) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.
- (b) Any notice given to a Member Body under this Constitution, must be sent to the Member Body's address as set out in the Register.
- (c) When a notice is:
  - (i) delivered by hand under Clause 12B(a)(i) it is properly served when delivered to, and received by, the recipient;
  - (ii) sent by ordinary pre-paid post under Clause 12B(a)(ii), it is taken to have been received five (5) working days after posting;
  - (iii) sent by email under Clause 12B(a)(iii), it is taken to have been received at the time when the sender receives confirmation on its server that the message has been transmitted.

## **13. POWERS OF THE COUNCIL**

### **13.1 Auditor**

The Council at the Annual General Meeting shall appoint an auditor for the next financial year. Such auditor shall not be a delegate to the Council but shall be a member in good standing of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants. The auditor shall report on the financial statements.

### **13.2 Commencement of Financial Year**

The financial year of the Council commences on 1 July of each year.

### **13.3 Deposit Account**

One or more bank accounts shall be opened with the approval of the Executive Committee and all withdrawals shall be signed by two from among the President, Vice-President, Honorary Secretary, Honorary Treasurer and Director. The Director may not sign any withdrawal for more than \$1,000.

### **13.4 Committees**

The Council may set up committees or working groups subject to the process set out in 12.3.5

### **13.5 Referral**

The Council may refer matters to Member Bodies and Corresponding Bodies for comment.

### **13.6 Honoraria**

The Council may decide on payment of honoraria as it considers appropriate.

### **13.7 Patrons**

The Council may appoint one or more persons to the position of patron. Such appointments shall be made at the Annual General Meeting and shall be made in recognition of outstanding service to the Council or to the conservation of the natural environment, environmental protection and/or sustainability.

## **14. BUSINESS**

### **14.1 Business**

14.1.1 The Executive Committee shall be responsible for the business of the Council, including:

- a) Developing and reviewing Council policies;
- b) Developing strategic plans for the Council;
- c) Carrying out the business of the Council in accordance with the objects of this Constitution;
- d) Developing and making recommendations to the Council; and
- e) Overseeing the financial transactions and financial position of the Council.

14.1.2 The Executive Committee will submit to a meeting of the Council for approval:

- a) The strategic plan
- b) Any conservation, environmental and/or sustainability policy which is to be the official policy of the Council
- c) Any significant management or governance policy

### **14.2 Staff**

14.2.1 The Executive Committee may employ a Director to assist it to manage the business of the Council. The Director will be responsible to the Executive Committee of the Council.

14.2.2 The Executive Committee may employ such other staff of the Council as are desirable to conduct the business of the Council. Staff will be responsible to the Director of the Council.

## **15. SEAL**

### **15.1 Use of Common Seal**

15.1.1 The Council shall have a common seal on which its corporate name shall appear in legible characters.

15.1.2 The common seal of the Council shall not be used without the authority of the Executive Committee and every use of that common seal shall be recorded in the minutes.

15.1.3 The affixing of the common seal of the Council shall be witnessed by any two of the office bearers of the Executive Committee

15.1.4 The common seal of the Council shall be kept in the custody of the Secretary.

## **16. INDEMNITY**

No Executive Committee Member or member of a committee or other group working for the Council shall be liable for the acts or defaults of any other person working for the Council or for any error of judgement on her/his part or for any loss or damage resulting from the performance of her/his duties. No person shall be entitled to be indemnified out of the funds of the Council for any liability incurred by her/him without specific authorization by the Council.

## **17. AMENDMENTS TO CONSTITUTION**

- 17.1 The Council may only alter, rescind or add to the Constitution by Special Resolution at a General Meeting.
- 17.2 When a Special Resolution amending the Constitution is passed, the required documents must be lodged with the Commissioner within:
- (a) one month after the Special Resolution is passed; or
  - (b) a longer period as the Commissioner may allow.
- 17.3 Subject to Clause 17.4, an amendment to the Constitution does not take effect until the required documents are lodged with the Commissioner under Clause 17.2.
- 17.4 An amendment to the Constitution that changes or has the effect of changing:
- (a) the name of the Council; or
  - (b) the objects or purposes of the Council,
- does not take effect until the required documents are lodged with the Commissioner under Clause 17.2(b) and the approval of the Commissioner is given in writing.

## **18. DISSOLUTION OF THE COUNCIL**

### **18.1 Process for Dissolution of Council**

- (a) The Council may cease its activities and have its incorporation cancelled in accordance with the *Associations Incorporation Act 2015 (WA)* if the Council resolves by Special Resolution that the Council will:
  - (i) apply to the Commissioner for cancellation of its incorporation; or
  - (ii) appoint a liquidator to wind up its affairs.
- (b) If the Council has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings, then the Council must be wound up under Clause 18.1(a) and Part 9 of the *Associations Incorporation Act 2015 (WA)* before cancellation can take place.

## 18.2 Application of Property and Funds upon Dissolution

- (a) Upon cancellation of the incorporation of the Council the Surplus Property must only be distributed to one or more of the entities listed in clause 18.1(b) which:
    - (i) must have objects and purposes which are charitable at law and are similar to the objects and purposes of the Council; and
    - (ii) must have rules prohibiting the distribution of its assets and income to its members; and
    - (iii) must have rules for the application of Surplus Property on dissolution or cancellation of that entity similar to the rules in this Constitution.
  - (b) Entities to which the Surplus Property may be distributed pursuant to 18.1(a) must be either:
    - (i) an incorporated association under the *Associations Incorporation Act 2015 (WA)*; or
    - (ii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;and the entity must comply with both Clause 18.2(a)(i) and Clause 18.2(a)(ii).
  - (c) “**Surplus Property**” has the meaning given to it in the *Associations Incorporation Act 2015 (WA)* and means the property remaining when the Council is wound up or cancelled after satisfying:
    - (i) the debts and liabilities of the Council; and
    - (ii) the costs, charges and expenses of winding up the Council,but does not include the books and records of the Council.
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