



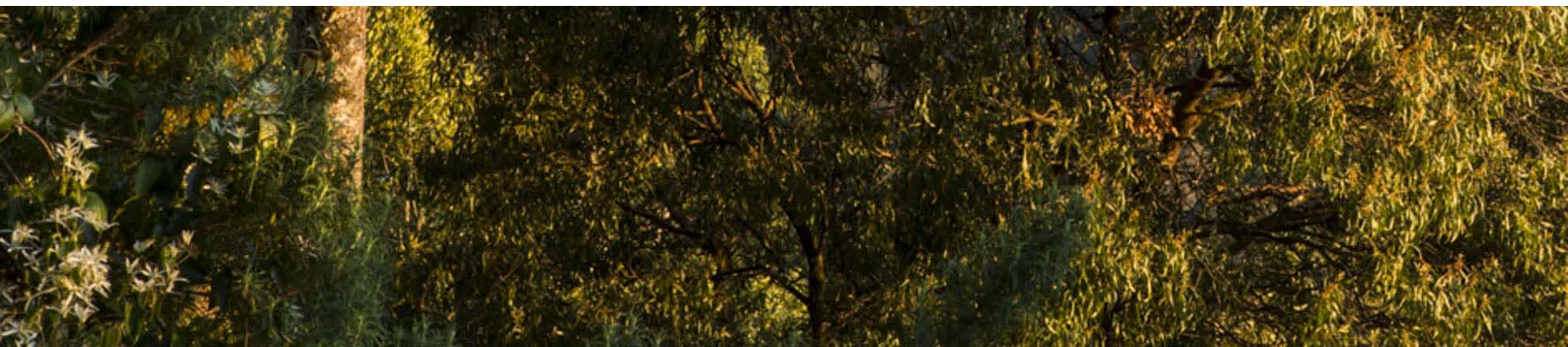
National Parks Association of NSW

Constitution & By-Laws

as at 20 March 2018



NATIONAL PARKS ASSOCIATION OF NSW
protecting nature through community action



National Parks Association of NSW Constitution

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National Parks Association of NSW Constitution and By-Laws

This edition 20 March 2018.

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Established in 1957, the National Parks Association of NSW (NPA) is a community-based organisation and registered charity dedicated to the protection and conservation of nature.



As at 20 March 2018 - see Table of Alterations (page 12).

Important

The notes and bracketed section headings shown by blue type are provided for convenience only. They do not form part of the Constitution.

Part I – Preliminary

1 [Name of Association]

The name of the Association shall be National Parks Association of NSW Inc.

1A [Description of Association]

National Parks Association of NSW Inc is a membership-based organisation concerned with the protection and conservation of nature in New South Wales.

2 [Effect of Constitution]

This Constitution is binding on the State Council, the Executive, the Branches and all members of the Association.

3 [Definitions]

In this Constitution, unless the contrary intention is expressed –

“Affiliate” means an organisation affiliated to the Association or a Branch of the Association under Part X.

“Association” means the National Parks Association of NSW Inc;

“Councillor” means a person elected, appointed or coopted to State Council;

“Executive” means the Executive of the Association;

“Honorary Secretary” means the member who for the time being holds the office of Honorary Secretary to State Council;

“Honorary Treasurer” means the member who for the time being holds the office of Honorary Treasurer to State Council;

“member” means a member under Part VII;

“national park” means any national park, state conservation area, nature reserve, flora or fauna reserve, recreation reserve, geological or archaeological reserve, wilderness or primitive area, or any lands or waters or submerged areas reserved for the protection of natural or cultural features;

“the Act” means the *Associations Incorporation Act 1984* or its replacement;

Note 1. The Act has been replaced by the *Associations Incorporation Act 2009* [NSW], which commenced on 1 July 2010. The 2009 Act contains requirements that are additional to or that vary from those under the 1984 Act.

Note 2. As no alterations have been made to it since the commencement of the 2009 Act, this Constitution is taken to comply with the requirements of that Act – see Schedule 4 of the Act (savings, transitional and other provisions).

“voting member” means a member of the Association eligible to vote at Branch or electorate General Meetings.

Part II – Objects

4 [Objects]

Note. See also By-Laws Part 2: Charitable Purposes (page 16).

- (1) The principal object of the Association is to achieve an adequate system of, and appropriate management for, national parks in New South Wales.
- (2) Without limiting the generality of sub-section (1), the particular objects of the Association include –
 - (a) securing the reservation of suitable areas as national parks;
 - (b) preservation in their natural condition, as far as possible, of the national parks of New South Wales;
 - (c) promotion of the wise management of national parks;
 - (d) promotion of the conservation of natural resources;
 - (e) education of the public as to the value of national parks and the need for environmental protection;
 - (f) promotion of public participation in environmental planning;
 - (g) promotion and conduct of investigation and research concerning national parks and the environment;
 - (h) influencing of Government, its departments and instrumentalities regarding the objects of the Association;
 - (i) conferring and liaising with other Australian organisations in pursuit of the objects of the Association;
 - (j) conferring and liaising with foreign and international bodies in pursuit of the objects of the Association;
 - (k) organisation of outdoor camps and excursions; and
 - (l) engaging in activities related generally to the maintenance and enhancement of the quality of the environment.

Part III – General organisation

5 [Composition of Association]

The Association shall comprise all those persons and organisations holding membership pursuant to sections 36 - 48.

6 [State Council and Executive]

- (1) The affairs of the Association are to be conducted by:
 - (a) the State Council, and
 - (b) the Executive.
- (2) State Council shall comprise Councillors as provided for by sections 9 - 15.

- (3) The policies of the Association shall be decided by State Council or the Executive.
- (4) The function of the Executive is to manage the affairs of the Association, but in undertaking this function the Executive must give effect to the policies, decisions and directions of the State Council.
- (5) The functions of State Council include the following:
 - (a) to provide a representative forum for Association members and affiliates, and
 - (b) to oversee the effective and efficient management of the Association, and
 - (c) to determine policies and long-term strategic plans for furthering the objects the Association, and
 - (d) to promote collaboration and coordination between the Executive, Branches Branch Committees and affiliates, and
 - (e) to elect members to the Executive in accordance with this Constitution, and
 - (f) to review the performance of the Executive, Branches and Branch Committees, and
 - (g) such other functions as are conferred by this Constitution.
- (6) Decisions of State Council and the Executive shall be binding on the whole Association until such decisions are rescinded.
- (7) Decisions of State Council may be rescinded by State Council or by resolutions of a majority of Branches provided that greater than one half the total number of voting members of the Association shall be attached to the Branches which so resolve.
- (8) Decisions of the Executive may be rescinded by State Council or by the Executive.

7 [Branches of the Association]

- (1) The Association shall be divided into Branches.
- (2) Each member may nominate the Branch to which that member shall be attached for the time being.
- (3) A member who fails to make a nomination pursuant to sub-section (2) maybe attached to such Branch as State Council may decide on the basis of place of residence of that member.
- (4) State Council shall at all times have regard for the expressed wish of a member to belong to a particular Branch.

8 [Conferral of powers]

- (1) State Council and the Executive have power to do all such things as are necessary to further the objects of the Association, subject to this Constitution.
 - (2) Branches shall have such powers as are vested in them by this Constitution and it is hereby expressly provided that any residual or unspecified powers are reserved to State Council.
 - (3) State Council, the Executive and Branches shall at all times take reasonable steps to inform one another of their actions on matters of common concern provided that no action of the Association or its servants shall be open to challenge on the grounds of a failure to advise, or receive advice.

Part IV – State Council

Note. See also By-Laws Part 3: State Council (page 17).

Division I – Councillors

9 [Composition of State Council]

State Council shall comprise Councillors;

- (a) elected by a Branch at the Branch Annual General Meeting;
- (b) appointed as a delegate of an affiliate under section 64;
- (c) elected or coopted as an officer under section 17A; or
- (d) coopted to the State Council under section 15.

10 [Term of Councillors]

Except as provided for by Part VIA or by sections 11 and 12, a Councillor shall –

- (a) commence their term of office at the first Annual Meeting of State Council following their election or appointment; and
- (b) continue in office until the second Annual Meeting of State Council following their election or appointment; and
- (c) in the case of a coopted Councillor, commence their term of office at the time of cooption and continue in office until the next Annual Meeting of State Council following their cooption.

11 [Removal of Councillors]

- (1) A Councillor elected by a Branch may be removed from office during his or her term only –
 - (a) by resolution carried by not less than a two-thirds majority of a General Meeting of the Branch by which the Councillor was elected; and
 - (b) if written notice of motion to that effect is sent to every member attached to the Branch concerned not less than fourteen days prior to the date of the meeting at which the motion is to be considered.
- (2) Having resolved in General Meeting to remove a Councillor from office, a Branch shall immediately elect a Councillor in accordance with section 12.

12 [Casual vacancies]

- (1) Where a Councillor is elected by a Branch, a casual vacancy on State Council shall arise by virtue of the death, mental incapacity or resignation of the Councillor or by the operation of section 11.
- (2) A casual vacancy referred to in sub-section (1) shall be filled by a Councillor, duly elected by a Branch General Meeting, who shall serve until the first Annual Meeting of State Council following his or her election.

12A [Additional Councillor in lieu of officer]

- (1) Where a Councillor from a Branch is elected or coopted as an officer under Division 2, the Branch may elect a member of the Branch who is not an officer as an additional councillor to represent the Branch on State Council as if a casual vacancy had arisen and subsection 12(2) applies.

13 [Default Branch Councillor entitlement]

Each Branch may elect two Councillors.

14 [Additional Branch Councillor entitlement]

Note. See also By-Law 9.5 (2).

- (1) A Branch may elect more than two Councillors if and only if there are more than two hundred voting members attached to that Branch.
- (2) A Branch entitled to elect more than two Councillors shall elect those councillors according to the provisions of sub-section 14(3) provided that no Branch shall elect more than one third the total number of Councillors.
- (3) Branches with more than 200 members may elect more than 2 councillors as follows:
 - (a) where the Branch has more than 200 members but no more than 300 members – 3 councillors;
 - (b) where the Branch has more than 300 members but no more than 400 members – 4 councillors;
 - (c) where the Branch has more than 400 members but no more than 800 members – 5 councillors;
 - (d) where the Branch has more than 800 members – 6 councillors.
- (4) The Honorary Secretary shall give written advice to a Branch of its entitlement to elect more than 2 Councillors prior to the Branch Annual General Meeting referred to in section 11.
- (5) Nothing in this section implies any compulsion upon a Branch that it shall elect more than one Councillor.
- (6) A Branch which has resolved not to elect the full number of Councillors to which it is entitled shall give written advice of such resolution to the Honorary Secretary provided that a Branch may at any time rescind such advice.

15 [Coopted Councillors]

Note. See also By-Law 7.5 (page 29).

- (1) State Council may coopt a member of the Association as a Councillor.
- (2) The number of Councillors coopted under subsection (1) shall not at any time exceed 25 per cent of the total number of Councillors, or such other maximum percentage as determined by State Council.

Division 2 – Annual Meeting of State Council and election of officers**16 [Holding of Annual Meetings]**

- (1) Except as provided for by sub-section (2), the Annual Meeting of State Council shall be held after the Branch Annual General Meetings and before 31 October in each year.
- (2) State Council may hold an Annual Meeting notwithstanding the failure of a Branch to comply with any provision of section 30.

17 [Election of officers]

Note. See also By-Laws Part 6: Election procedures (page 26).

- (1) State Council shall elect officers at its Annual Meeting.
- (2) A member of the Association may nominate any other member of the Association for election as an officer.

- (3) State Council may determine the procedure for the election of officers, including the date on which nominations for the position of officers shall open and close.
- (4) The officers of State Council are –
 - (a) President;
 - (b) Senior Vice President;
 - (c) Vice President;
 - (d) Honorary Secretary;
 - (e) Honorary Treasurer; and
 - (f) four Executive Members.
- (5) Officers of State Council shall hold office until the first Annual Meeting of State Council following their election provided that –
 - (a) an officer who ceases to be a Councillor shall be deemed to have resigned from office; and
 - (b) an officer may be removed from office by resolution of State Council at an Extraordinary Meeting called pursuant to section 20 provided that such resolution is supported by not less than two thirds of the Councillors present and voting.
- (6) Officers of State Council shall be eligible for re-election.
- (7) At any State Council meeting, additional Executive Members may be elected with full voting rights, to a maximum number of three additional Executive Members
- (8) The additional Executive Members will serve until the next Annual Meeting of State Council.
- (9) Any office remaining unfilled at its Annual Meeting, and any casual vacancy occurring in any office of State Council, shall be filled as soon as practicable by election at an Ordinary Meeting.

17A [Ex officio Councillors]

Where a member of the Association, who is not already a Councillor, is elected or co-opted as an officer, or is appointed under section 18 as the chair or co-chair of a State Council Committee, the member is *ex officio* a councillor for the period during which the member is an officer or holds that appointment.

Division 3 – Committees and Assistant Officers**18 [Committees and Assistant Officers]**

Note. See also By-Laws 7.6, 7.7 and Part 8 (pages 29-32).

- (1) State Council may appoint committees and assistant officers to assist with the work of the Association and such appointments shall be reviewed annually.
- (2) Persons appointed under this section need not be Councillors.
- (3) For the purposes of this section a person appointed as delegate or representative of the Association to another organisation shall be deemed to be an assistant officer.
- (4) A committee appointed pursuant to this section may co-opt members unless the contrary is expressed in the resolution creating the committee..

Division 4 – Ordinary Meeting of State Council

19 [Ordinary Meetings]

Note. See also By-Laws Part 3: State Council (page 17).

- (1) State Council shall hold regular Ordinary Meetings to which the State Council officers and Executive Committee shall report on the affairs of the Association in such manner as the State Council may decide.
- (2) State Council Ordinary Meetings shall be held at least quarterly.
- (3) The Honorary Secretary shall cause notice of Ordinary Meetings to be sent to each Councillor and each Branch Secretary not less than fourteen days before each meeting, the business to be transacted appearing on the notices.
- (4) At State Council Meetings one third of the total number of Councillors shall constitute a quorum.
- (5) If within thirty minutes of the time appointed for a meeting a quorum is not present then the meeting shall stand adjourned to a date and time approved by a majority of those present and if a quorum is not present at the adjourned meeting then those present shall transact the business on the notice paper.
- (6) The President shall preside as chairperson at State Council Meeting provided that should the President be absent or unwilling to act then the Senior Vice President, or if the Senior Vice President is absent, the Vice President shall act as chairperson of a meeting.
- (7) Where the President and the Vice Presidents are either absent or unwilling to take the chair at a State Council meeting then the officers there present shall elect one of their number to be chairperson of the meeting.
- (8) The chairperson at State Council Meetings shall have both a deliberative and a casting vote.
- (9) Procedure at State Council Meetings shall be determined by resolution of State Council.

Division 5 – Extraordinary Meeting of State Council

20 [Extraordinary Meetings]

- (1) The Honorary Secretary shall call an Extraordinary Meeting of State Council within twenty-one days of receipt of a written request from not less than one third the total number of Branches or from not less than one third the total number of Councillors provided that such a request communicates the nature of the business to be transacted at the meeting.
- (2) The Honorary Secretary shall cause notice of an Extraordinary Meeting of State Council to be sent to each Councillor and to each Branch Secretary not less than fourteen days before the meeting, the business to be transacted at the meeting appearing on the notices.
- (3) Excepting formal business, only business appearing on the notice paper shall be transacted at an Extraordinary Meeting of State Council.

Division 6 – Voting at State Council Meetings

21 [Voting and proxies]

Note. See also By-Law 3.8.

- (1) Only Councillors present in person may vote at State Council meetings provided that a Councillor, or in the absence of a Councillor the Branch Committee concerned (if any), may appoint a member as a proxy to exercise the vote of that Councillor.
- (2) Appointment of a proxy for a Councillor shall be notified to State Council before the commencement of the meeting at which the vote of that Councillor is to be exercised.

Part V – Executive

Note. See also By-Laws Part 4: Executive (page 20).

22 [Composition of Executive]

The officers elected pursuant to section 17 shall comprise the Executive of State Council.

23 [Implementation of policy]

The Executive shall implement Association policy and may also consider, determine and take action upon matters, which State Council has not determined.

24 [Reporting to State Council]

Note. See By-Law 4.9.

- (1) The Executive shall report regularly to State Council.
- (2) The Executive shall take such further steps to keep Councillors informed of its actions as State Council may from time to time decide.

25 [Meeting procedures]

Note. See also By-Law 4.7.

- (1) The Executive shall meet as often as it considers necessary.
- (2) The President shall preside as chairperson at Executive meetings provided that should the President be absent or unwilling to act then the Senior Vice President or if the Senior Vice President is absent, the Vice President shall act as chairperson of the meeting.
- (3) Where both the President and the Vice Presidents are either absent or unwilling to take the chair at an Executive Meeting then the officers there present shall elect one of their number to be chairperson of the meeting.
- (4) The chairman at Executive meetings shall have both the deliberative and a casting vote.
- (5) Five officers shall form a quorum at Executive meetings.

26 [Coopted Executive members]

Note. See also By-Law 7.4 (page 29).

The Executive shall have power to co-opt not more than three members of the Association to be officers, provided that such members shall not be entitled to vote at Executive meetings.

Part VI – Branches

27 [Formation of Branches]

A group of members in an area may, with the approval of State Council, form a Branch.

28 [Name of Branches]

The name of every Branch shall be preceded by the words National Parks Association of NSW.

29 [Branch Committees]

Note. See also By-Laws Part 9: Branch Committees.

- (1) The affairs of each Branch shall be conducted by an elected Branch Committee.
- (2) A Branch Committee shall have power to do all such things as are necessary to carry out the objects of the Association subject to this Constitution, By-Laws and the Branch Rules.
- (3) Each Branch General Meeting shall have the right to approve or rescind decisions of the Branch Committee concerned.

30 [Branch Annual General Meetings]

Note. See also By-Law 9.3 (page 34).

- (1) Each Branch shall hold an Annual General Meeting not later than 31 August in each calendar year.
- (2) The business transacted at a Branch Annual General Meeting shall include the presentation of Branch annual reports and financial statements, the election of Branch officers, the Branch Committee and a Councillor or Councillors.
- (3) Annual reports and financial statements presented at a Branch Annual General Meeting shall comply with any requirements made by State Council.
- (4) Each Branch Committee shall give not less than fourteen days written notice of an Annual General Meeting to all members attached to the Branch concerned, the business to be transacted being stated on the notice paper.

31 [Branch General Meetings]

- (1) Each Branch shall hold General Meetings to which the Branch officers and Branch Committee shall report on the affairs of the Association in such manner as the Branch may decide.
- (2) Branch General Meetings shall be held at least quarterly.
- (3) A Branch Annual General Meeting may be counted towards fulfilling the requirement of sub-section (2).

32 [Branch Extraordinary General Meetings]

- (1) An Extraordinary General Meeting shall be called either –
 - (a) as a Branch Committee thinks fit; or
 - (b) within twenty-eight days of receipt of a request from one third of the total number of voting members attached to the Branch concerned provided that the request includes or is accompanied by a statement of the reason for requiring an Extraordinary General Meeting.

- (2) A Branch Committee shall give at least fourteen days written notice of an Extraordinary General Meeting to all members attached to the Branch concerned.
- (3) Excepting formal business, only business appearing on the notice paper shall be transacted at an Extraordinary General Meeting.

33 [Compliance with Branch Rules]

Branch officers, committees, quora and meeting procedures shall be in accordance with Branch Rules.

34 [Voting eligibility at Branch Meetings]

Except as provided for by sections 38, 39 and 42, each financial member of the Association shall be eligible to vote at meetings of the Branch to which that member is attached.

35 [Election procedures]

Note. See also By-Law 9.3.

- (1) At an election of Branch officers where nominations exceed vacancies a ballot shall be conducted by a returning officer and scrutineers provided that the returning officer and scrutineers shall –
 - (a) be appointed by the meeting; and
 - (b) not be members of the Branch Committee.
- (2) At an election of Branch officers where a ballot is held, if there is one office to be filled then the voting system shall be preferential and if there is more than one office to be filled then the voting system shall be first past the post.

Part VIA – Electorates

35A [Formation of electorates]

Where State Council is of the opinion that an area of the State is not suitable as the locality of a Branch; State Council may constitute the members in the area as an electorate of State Council.

35B [Assignment of members to electorates]

Where in the opinion of State Council, no Branch of the Association is suitable for a member of the Association to be attached to pursuant to section 7, State Council may attach the member to an electorate.

35C [Annual elections]

State Council may cause an annual election to be held in an electorate.

35D [Election of Councillors]

An electorate may elect Councillors.

35E [Application of provisions to electorates]

Section 10, 11, 12, 13, 14, 15, 16 and 35 apply to an electorate as if the electorate were a Branch and the annual election held under section 35C were an Annual General Meeting of a Branch.

Part VII – Members

Division I – Member Classes

36 [Membership categories]

- (1) State Council may accept persons as members of the Association in whichever of the following categories of membership applies to them under the provisions of this Division:
 - (a) Ordinary;
 - (b) Household;
 - (c) Junior;
 - (d) Concessional;
 - (e) Honorary Life; and
 - (f) Corporate.

Life Members

- (2) Life membership of the Association, held either by an individual or a household, shall only be open to those persons holding Life Membership on the date upon which the Association becomes incorporated and after that date the Association shall accept no new Life Members.

37 Ordinary Members

- (1) Ordinary Membership shall be open to any person who has attained the age of eighteen years.
- (2) An ordinary member may vote at Branch or electorate meetings and hold elected office.

38 Household Members

- (1) Household Membership shall be open to a family or other group of persons sharing the one residence.
- (2) An application for Household Membership shall include the names of all persons on whose behalf the application is made.
- (3) Two members only of any family or other group of persons holding a Household Membership shall be –
 - (a) entitled to vote at Branch or electorate meetings; and
 - (b) eligible to hold elected office.
- (4) Subject to sub-sections (3) and (5), persons holding Household Membership shall enjoy all other membership rights excepting that Household Membership shall entitle the holders of any one such membership to receive jointly one copy only of Association publications, communications and notices.
- (5) Household Members under the age of eighteen years shall not be entitled to vote at Branch meetings or to hold elected office.

39 Junior Members

- (1) Junior Membership shall be open to a person under the age of eighteen years.
- (2) Junior Members shall not be entitled to vote at Branch meetings or to hold elected office.

40 Concessional Members

- (1) Concessional Membership shall be open to a person or a household who, in the opinion of the Branch

Committee concerned or of State Council, is financially disadvantaged.

- (2) An applicant for Concessional Membership shall furnish such evidence of financial disadvantage as the Branch Committee or State Council may require.
- (3) Concessional members shall have the same rights in relation to voting and the holding of elected office as Ordinary Members or Household Members, as the case may be.

41 Honorary Life Members

- (1) Honorary Life Membership may be conferred in recognition of outstanding service in pursuit of the objects of the Association.
- (2) Honorary Life Membership shall only be conferred by resolution of State Council provided that there shall not be more than sixteen Honorary Life Members of the Association at any one time.
- (3) Honorary Life Members have the same rights in relation to voting and the holding of elected office as Ordinary Members.

42 Corporate Members

- (1) Corporate Membership shall be open to a corporate body.
- (2) Excepting the right to hold elected office, Corporate Members shall have rights not less than those of Ordinary Members and may appoint a representative to exercise those rights provided that notice of the appointment has been conveyed to the Branch Committee concerned.

Division 2 – Member Expulsion and Suspension

43 [Disciplining of members]

- (1) Where State Council or the Executive is of the opinion that a member of the Association –
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution or the relevant Branch rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
 State Council or the Executive may, by resolution –
 - (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) Expulsion or suspension of membership takes effect immediately on the passing of a resolution referred to in sub-section (1),
- (3) State Council must consider a resolution of State Council or the Executive under sub-section (1) at its next meeting.
- (4) Where State Council or the Executive passes a resolution under sub-section (1), the Honorary Secretary shall, as soon as practicable, cause a notice in writing to be served on the person expelled or whose membership is suspended –
 - (a) setting out the resolution and the grounds on which it is based;
 - (b) stating that the person may address State Council at its next meeting, after service of the notice;

- (c) stating the date, place and time of that meeting; and
- (d) informing the person that the person may do either or both of the following –
 - (i) attend and speak at that meeting;
 - (ii) submit to State Council at or prior to the date of that meeting written representations relating to the resolution.
- (5) At a meeting of State Council held as referred to in sub-section (4), State Council shall –
 - (a) give to the person an opportunity to make oral representations;
 - (b) consider any written representations submitted to State Council by the person at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to rescind the resolution expelling, or suspending the membership of, the person.
- (6) Where State Council confirms a resolution expelling or suspending the membership of the person under sub-section (5), the Honorary Secretary shall, within 7 days after that confirmation, by notice in writing inform the person of the fact and of the person's right of appeal under section 45.
- (7) State Council must hold the meeting referred to in sub-section (3) not more than 4 months after the date of the resolution referred to in sub-section (1).

44 [Rescission of revocation of membership]

The provisions of section 5 notwithstanding, a resolution to revoke the membership of a member shall only be rescinded as provided for by section 43 (4) and section 45.

45 [Right of appeal of disciplined member]

- (1) A person may appeal to the Association in general meeting against a resolution of State Council under section 43 (4) to confirm the expulsion, or suspension of the membership of, the person, within 7 days after notice of the resolution is served on the person, by lodging with the Honorary Secretary a notice to that effect.
- (2) Upon receipt of a notice from a person under sub-section (1), the Honorary Secretary shall place the matter on the agenda of the next general meeting of the Association.
- (3) At a general meeting of the Association convened under sub-section (2):
 - (a) State Council, in the person of 1 Councillor appointed for the purpose, and the person shall be given the opportunity to present cases orally or in writing, or both; and
 - (b) the members present shall vote by secret ballot on the question of whether the resolution to confirm the expulsion or suspension of the person should be rescinded, and the membership of the person be reinstated.
- (4) State Council shall give effect to the result of the ballot referred to in sub-section
- (5) The general meeting of the Association referred to in sub-section (2) must be held not more than 6 months

after the date of receiving the appeal referred to in sub-section (1).

Division 3 – Membership Subscriptions

46 [Subscriptions non-refundable]

In the event of the expulsion or voluntary resignation of a member the Association shall not be liable to refund in whole or part any membership subscription paid in respect of that membership.

47 [Fixing of subscriptions]

- (1) State Council shall fix the amount of membership subscription in each class of membership.
- (2) The Honorary Treasurer shall give not less than ninety days written notice to members of the date upon which a variation in the membership subscription in any class of membership is to have effect.

48 [Payment of subscriptions]

- (1) Membership subscriptions shall be due and payable to the Association at such times and in such manner as State Council may from time to time determine.
- (2) Any member whose subscription remains unpaid one hundred and twenty days after the date upon which payment fell due shall cease to be a member.

Part VIII – Finance and property

49 [Control of property]

- (1) Subject to any law regulating investment by registered charities the Association may acquire, hold and dispose of any real, financial and personal property whatsoever.
- (2) Subject to sections 50 and 51, control of the property of the Association shall be vested in State Council.

50 [Delegation of control of property]

- (1) Subject to this section the control of such proportion of the real, financial and personal property of the Association as State Council may from time to time determine may be delegated to any Branch.
- (2) A Branch to which control of property has been delegated shall –
 - (a) hold such property in trust for the whole Association.
 - (b) apply such property towards furthering the objects of the Association.
 - (c) comply with any directions of State Council with respect to that property; and
 - (d) make such reports of its dealings as State Council may require.

51 [Branch Operating Allowance]

Note. See also By-Law 10.3 (page 36).

- (1) Notwithstanding any discretion conferred by section 50(1) and subject to section 50(2), State Council shall delegate control of a proportion of the monies received as membership subscriptions to each Branch.

- (2) Monies controlled by a Branch subject to this section shall be known as the Branch Operating Allowance.
- (3) The Branch Operating Allowance shall be based upon a formula which shall –
 - (a) be determined by State Council;
 - (b) take into account the number of members of the Association attached to each Branch and such other matters as State Council deems relevant; and
 - (c) be reviewed at least annually.
- (4) Monies comprising a Branch Operating Allowance shall be transferred to each Branch at least once in each calendar year.
- (5) The transfer of a Branch Operating Allowance shall not prevent the delegation of control of property pursuant to section 50 over and above the value of the Branch Operating Allowance.

52 [Transfer of funds between branches]

The transfer of any funds between Branches shall be notified to the Executive within thirty days by the parties to each transaction.

53 [Keeping of accounts]

Note. See also Part 5, *Associations Incorporation Act 2009* [NSW]; Part 3, *Associations Incorporation Regulation 2016* [NSW]; s.24 *Charitable Fundraising Act 1991* [NSW]; Subdivision 60-C, *Australian Charities and Not-for-profits Commission Act 2012* [Cth]; Division 60 *Australian Charities and Not-for-profits Commission Regulation 2013* [Cth].

The Executive and each Branch shall cause proper accounts to be kept which shall be audited at least annually.

54 [Appointment of auditors]

Note. See also By-Law 7.10.

State Council shall appoint auditors of the accounts of the Association and may appoint auditors of the accounts of the Branches at its Annual Meeting.

55 [Financial year]

Note. See also By-Law 10.1 (page 36).

- (1) State Council shall be responsible for fixing the date upon which the financial year of the Association shall end.
- (2) The Honorary Treasurer shall give not less than twelve months written notice to each Branch Committee of the date upon which any decision to alter the financial year of the Association is to have effect.

56 [Investment and banking]

- (1) The Executive shall have power to make such investments and banking arrangements as it thinks fit.
- (2) Subject to section 50, each Branch Committee shall have power to make such investments and banking arrangements as it thinks fit.
- (3) The title of any banking account or investment shall include the name of the Association.

57 [Acceptance of donations etc.]

The Association may accept donations, gifts, devises and bequests of financial, real and personal property.

58 [Real property]

- (1) A decision to purchase, mortgage, lease, sell or transfer real property shall only be made by resolution supported by not less than a two thirds majority of those present and voting at a meeting of State Council.
- (2) Not less than fourteen days written notice shall be given of any motion proposed pursuant to sub-section (1) to all those entitled to vote thereon.
- (3) No purchaser, mortgagee, lessee, transferee or vendor shall be concerned to inquire as to whether the provisions of this section have been complied with.

59 [Application of property]

Note. See also sections 5 and 40, *Associations Incorporation Act 2009* [NSW].

- (1) The financial, real and personal property of the Association and any income derived there from shall be applied solely for the promotion of the objects of the Association and no portion thereof shall be paid or transferred by way of dividend or bonus or otherwise to the members of the Association.
- (2) Nothing in this section shall prevent the payment of remuneration in return for services actually rendered to the Association.

Part IX – National Parks Journal

60 [Publication of Journal]

State Council may in its discretion publish or cause to be published a periodical known as “National Parks Journal”.

61 [Delegation of production]

The production of “National Parks Journal” may be delegated to a Branch or to any person or organisation approved by State Council.

62 [Cost of production]

The costs of producing and distributing “National Parks Journal” shall be met from membership subscriptions or from income received in connection with “National Parks Journal” and shall be separately accounted for in the annual financial statement of State Council.

63 [Notices in Journal taken to be written notice]

In this Constitution a provision that written notice of any matter be sent to members of the Association shall be satisfied if the notice appears in an issue of “National Parks Journal” posted not less than the required period in advance.

Part X – Affiliations

64 [Affiliation by State Council]

- (1) At the discretion of State Council the Association may affiliate with other organisations.
- (2) State Council may invite an affiliate to appoint delegates to attend meetings of State Council and in such number as State Council determines.

- (3) A delegate to State Council under sub-section (2), is, during the currency of the delegate's appointment, deemed to be a Councillor and is eligible to be elected as an officer under section 17.

65 [Affiliation by Branches]

- (1) A Branch may, at the discretion of the Branch Committee, affiliate with other organisations.
- (2) The Branch may accept delegates appointed by the affiliate provided that the total number of delegates from organisations affiliated to the Branch is not greater than 25% of the Branch's membership.
- (3) An affiliation under this section and the number of delegates granted to the Affiliate is subject to the approval of State Council.

66 [Concordance with objects]

Any affiliation approved by State Council or a Branch Committee shall accord with the objects of the Association.

66A [Subscription fees]

An affiliate shall pay a subscription fees as if the affiliate were a corporate member.

Part XII – By-Laws and Rules

67 [By-Laws]

Note 1. See NPA By-Laws 2018 (pages 15–44).

Note 2. By-Laws are required to be regularly reviewed – see By-Law 1.6 (page 15).

State Council may make By-Laws not inconsistent with this Constitution which shall be observed by all members of the Association.

68 [Branch Rules]

A Branch may make Branch Rules which shall be observed by all members of the Branch.

69 [Branch Committee Rules]

A Branch Committee may make Branch Committee Rules not inconsistent with Branch Rules which shall be observed by all members of the Branch.

70 [Consistency with Constitution and By-Laws]

Branch Rules and Branch Committee Rules shall not be inconsistent with this Constitution or By-Laws.

71 [Notification of Rules]

The introduction of a new Branch Rule or Branch Committee Rule or the alteration or repeal of an existing rule shall be notified to State Council within fourteen days.

72 [Notification of By-Laws]

The introduction of a new By-Law or the alteration or repeal of an existing By-Law shall be notified to each Branch within fourteen days.

Part XIII – General Meetings

Division 1 – Annual General Meeting

73 [Holding of Annual General Meetings]

Note. See also By-Law 5.4.

- (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association shall hold its first annual general meeting –
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the Association.
- (3) Sub-sections (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

74 [Business at Annual General Meetings]

Note. See also By-Law 5.4.

- (1) The annual general meeting of the Association shall, subject to the Act and to section 73 of this Constitution, be convened on such date and at such place and time as the Executive thinks fit.
- (2) The business to be transacted at an annual general meeting shall be –
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; and
 - (b) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Division 2 – Special General Meeting

75 [Special General Meetings]

Note. See also By-Law 5.5.

- (1) State Council may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) State Council shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting –
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Honorary Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If State Council fails to convene a special general meeting to be held within 1 month after the date on

which a requisition of members for the meeting is lodged with the Honorary Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in sub-section (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

Division 3 – Procedures for General Meeting

76 [Meeting procedures]

Note. See also By-Laws Part 5: General meetings (page 23).

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Honorary Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause a notice to be sent to each member in the manner provided in sub-section (1) specifying, in addition to the matter required under sub-section (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting.

77 [Quorum]

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote at a Branch Meeting under section 34 or a meeting of an electorate under section 35E is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.

(4) 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 not less than 3) shall constitute a quorum.

78 [Chair of meetings]

Note. See also By-Law 5.3.

- (1) The President or, in the President's absence, the Senior Vice-President, or if the Senior Vice President is absent, the Vice President shall preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-Presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

79 [Adjournment of meetings]

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

80 [Voting by members and proxies]

Note. See also By-Laws Part 5: General meetings (page 23).

- (1) Upon any question arising at a general meeting of the Association a member entitled to vote has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

81 [Appointment of proxies]

Note. See also By-Law 5.6.

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Honorary Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) State Council may make a by-law prescribing the form of a notice appointing a proxy.

Part XIV – Special resolution

82 [Special resolution—definition]

Note. See s.39, *Associations Incorporation Act 2009* [NSW], which supersedes this definition.

A resolution of the Association is a special resolution if –

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (b) where it is made to appear to the Corporate Affairs Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Corporate Affairs Commission.

Part XV – Miscellaneous

83 [Insurance]

- (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under sub-section (1), the Association may effect and maintain other insurance.

84 [Alteration of Constitution]

Note 1. See also s.10, *Associations Incorporation Act 2009* [NSW].

Note 2. The Constitution is required to be regularly reviewed – see By-Law 1.6 (page 15).

This Constitution may be altered, rescinded or added to only by a special resolution of the Association.

85 [Common seal]

Note. See also s.22, *Associations Incorporation Act 2009* [NSW].

- (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of State Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Executive or of 1 member of the Executive and the Public Officer.

86 [Winding-up of Association]

Note. See Part 6, *Associations Incorporation Act 2009* [NSW].

- (1) The Association may be voluntarily wound-up only by means of a special resolution.
- (2) Any special resolution winding-up the Association shall nominate a charity registered under the *Charitable Fundraising Act, 1991*, or its replacement, or exempted from registration under that Act, in which the surplus property of the Association is to vest pursuant to section 53(2) of the Act.

87 [Notification of constitutional alterations]

Note. See also clause 16, *Charitable Fundraising Regulation 2015* [NSW]; s. 65-5 *Australian Charities and Not-for-profits Commission Act 2012* [Cth].

A proposed alteration of this Constitution shall be notified to the Minister administering the *Charitable Fundraising Act, 1991*, in the manner required by the regulations under that Act or its replacement.

88 [Charitable Fundraising Act 1991]

Note. See conditions of Charitable Fundraising Authority 12368 issued 27 August 2015, expiry date 26 August 2020.

The Association shall comply with such of the provisions of the *Charitable Fundraising Act, 1991*, or its replacement, and the regulations thereunder as are applicable to it.

89 [Access to records by members]

State Council shall cause the minutes of general meetings and the accounts and financial records of the Association to be open to inspection, free of charge, by a member at any reasonable hour.

90 [Liability of members]

The liability of a member to contribute towards the payments of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

91 [Register of members]

Note. See also By-Law 10.2 (page 36).

State Council shall cause to be kept a register of:

- (a) Members – specifying the name and address of each person who is a member together with date upon which the person became a member, and
- (b) Affiliates – specifying the name and address of each organisation that is an affiliate, together with the date upon which the organisation became an affiliate and the name and address of its nominated delegates.

92 [Delegation by State Council]

- (1) State Council may by resolution delegate to any person a function or power under this Constitution.
- (2) The person to whom any functions or powers have been delegated must exercise them in accordance with any directions of the State Council.
- (3) A power so exercised is taken to be exercised by the State Council.
- (4) State Council and the Executive may continue to exercise the functions or powers delegated.

Historical notes

1. The Association was originally established as an unincorporated association. Formation meetings were held on 6 November 1956 (Hunter-Manning Region), 16 February 1957 (Central Region) and 4 April 1957 (State Council).
2. Previous constitutions came into force on 11 October 1957, 9 February 1976 and 30 November 1984.
3. The present Constitution (an amended version of the 1984 Constitution) came into force upon incorporation of the Association under the *Associations Incorporation Act 1984* [NSW] on 13 September 1988.
4. Incorporation is currently held under the *Associations Incorporation Act 2009* [NSW] (registration number Y00789-26).
5. The Association is listed on the Australian Business Register (ABN 67 694 961 955) and is registered for Goods and Services Tax (GST).
6. The Association was registered under the *Charitable Collections Act 1934* [NSW] circa 1959. It currently holds a fundraising authority under the *Charitable Fundraising Act 1991* [NSW] (FA 12368 issued 27 August 2015, expires 26 August 2020).
7. The Association holds deductible gift recipient status. It is listed as a specific environment recipient in Item 1 of the table to section 30-55 (2) of the *Income Tax Assessment Act 1997* [Cth].
8. The Association is endorsed as a charitable institution for the purpose of the following tax exemptions or concessions:
 - income tax exemption under Subdivision 50-B of the *Income Tax Assessment Act 1997* (from 1 July 2000)
 - GST concessions under Division 176 of *A New Tax System (Goods and Services Tax) Act 1999* (from 1 July 2006)
 - FBT rebate under section 123E of the *Fringe Benefits Tax Assessment Act 1986* (from 1 July 2005).
9. The Association was registered as a charity under the *Australian Charities and Not-for-profits Commission Act 2012* [Cth] on 3 December 2012 with the purpose “Another purpose beneficial to the community”. Upon commencement of the *Charities Act 2013* [Cth] on 1 January 2014, registration was transferred to the purpose “Advancing the natural environment”. An application to extend registration to the purposes of “Advancing education”, “Advancing culture” and “Advancing public debate” is currently pending.
10. This edition is a compilation of the Association’s Constitution as in force at 20 March 2018. It includes notes and section headings (shown in blue type) that are provided for convenience, but which do not form part of the Constitution.

Table of alterations

Constitution of the National Parks Association of NSW Inc., commenced 13 September 1988, as altered by:

Alteration	Matter affected by alteration	How altered
Alteration approved by Special General Meeting held on 3 Aug 2002	s.13: default Branch Councillor entitlement increased to 2	Amended
	s.14(1) & (2): additional Branch Councillor entitlement	Amended
	s.41(2): honorary life members	Amended
Alteration approved by Special General Meeting held on 2 May 2009	s.1A: description of Association.	Inserted
	s.2: constitution to be binding on Executive.	Amended
	s.3: definitions of “affiliate”, “councillor”, “executive”, “member”, “national park”, “the Act”, “voting member”.	Amended
	s.6: new provisions clarifying the respective functions of the Executive and State Council in managing the Association’s affairs.	Substituted
	s.9: composition of State Council	Amended
	s.10: term of State Councillors.	Amended
	s.12A: Branch may elect additional councillor where a councillor is elected or coopted as an officer.	Inserted
	s.14(1) & (2): entitlement for additional Branch Councillors.	Amended
	s.15: cooption of State Councillors.	Substituted
	s.17: eligibility for election as an officer extended to wider membership.	Amended
	s.17(7) & (8): election of additional Executive members.	Inserted
	s.17A: ex-officio State Councillors	Inserted
	s.19(1) & (2): frequency of State Council meetings.	Amended

Alteration	Matter affected by alteration	How altered
	s.25(1): frequency of meetings of the Executive	Amended
	s.26: cooption of Executive members.	Amended
	s.30(2): appointment of Branches auditors.	Amended
	Part VIA: Electorates	Inserted
	Part VII: membership rights standardised across categories.	Amended
	ss.43-45: expulsion or suspension of members.	Amended
	s.54(2): appointment of Branches auditors.	Omitted
	ss. 52, 53, 56: certain financial responsibilities transferred from the State Council to the Executive.	Amended
	ss.64-65: expanded provisions relating to affiliates.	Amended
	s.66A: subscription fees payable by affiliates.	Inserted
	s.92: delegation of functions by the State Council.	Inserted
	ss. 4, 7, 8, 11, 12, 14, 17, 18, 20, 21, 23, 24, 28, 32, 46, 47, 50, 54, 76-78, 86-89, 91: minor drafting revision and corrections	Amended
	Division headings.	Inserted



As at 20 March 2018

See Appendix C: Amendment history, page 44.

Part I Preliminary

1.1 Status

- (1) These are the *National Parks Association of NSW By-Laws 2018*.
- (2) The By-Laws are made under section 67 of the Constitution.
- (3) In the event of any inconsistency between the By-Laws and the Constitution, the Constitution prevails.
- (4) The By-Laws commence at the conclusion of the State Council meeting held on 3 March 2018.

1.2 Purpose

The purpose of the By-Laws is to establish requirements and procedures not inconsistent with the Constitution that:

- (a) provide greater clarity, certainty, and effectiveness in the Association's governance and operation, and
- (b) clarify the duties and responsibilities of all positions, and
- (c) promote compliance with ACNC Governance Standards.

1.3 Definitions

- (1) In these By-Laws:
 - “ACNC Governance Standard” means a Governance Standard under Division 45 of the *Australian Charities and Not-for-profits Commission Regulation 2013* [Cth].
Note: ACNC Governance Standards are reproduced in Appendix A. Compliance with those standards is a requirement for maintaining registration as a charity.
 - “Constitution” means the Constitution of the National Parks Association of NSW Inc.
- (2) Words and expressions used in these By-Laws have the same meaning as in the Constitution, except as indicated otherwise.
- (3) Notes and Appendices to these By-Laws are provided for convenience only and do not form part of the By-Laws. They may be modified, removed or added to without requiring a resolution under section 67 of the Constitution.

1.4 Repeal of previous By-Laws etc.

All other By-Laws, Branch Rules and Branch Committee Rules currently in force are hereby repealed.

1.5 Amendment or repeal of By-Laws

- (1) These By-Laws may only be amended or repealed by resolution of the State Council under section 67 of the Constitution.

Note: Any alteration should receive substantial support.

- (2) Notice of a proposed resolution to amend or repeal these By-Laws is to be given:
 - (a) at the meeting preceding that at which the resolution is proposed to be put, and
 - (b) in the Association's journal, newsletters, website or other media.

1.6 Review of Constitution and By-Laws

The State Council is to review the continuing adequacy of, and the need for suitable alterations to:

- (a) the Constitution—within 2 years from the commencement of these By-Laws, and every 4 years thereafter, and
- (b) these By-Laws—every 2 years from the commencement date.

Part 2 Charitable purposes

2.1 Outline

- (1) This Part provides clarification on matters relating to the Association's status as a charity.
- (2) In this part:
 - “advance” includes to protect, maintain, support, research and improve.
 - “charity” and “charitable purpose” have the same meaning as in the *Charities Act 2013* [Cth].

2.2 Objectives

The objectives of this Part are:

- (a) to clarify the Association's charitable purposes, and
- (b) to commit the Association to those purposes, consistent with ACNC Governance Standard 1.

2.3 Commitment to charitable purposes

- (1) The Association may only pursue charitable purposes, as associated with its objects.
- (2) Those purposes include:

Advancing the natural environment

- (a) to advance the natural environment—by promoting its protection, conservation, integrity and connectivity, and

Advancing culture

- (b) to advance cultural values co-existing with the natural environment—by promoting their protection, conservation, respect and appreciation, and

Note: The purpose of advancing culture includes the purpose of caring for, preserving and protecting Australian heritage—see section 16, *Charities Act 2013* [Cth].

Advancing education

- (c) to advance environmental education—by promoting the community's appreciation of, respect for, and connection with nature, and

Promoting or opposing a change to law, government policy or practice

- (d) to promote public debate on law, policy and practice so as to further the Association's other charitable purposes, by:
 - (i) promoting, undertaking and publishing evidence-based research and analysis, and
 - (ii) preparing discussion papers, proposals and submissions, and
 - (iii) promoting public participation in legislative, policy and environmental planning processes, and
 - (iv) advocating to government, industry and the community,
 for public benefit and not aligned with any political party or candidate for political office.

- (3) The Association must not undertake, engage in or promote any activity for a purpose that would preclude or disqualify it from being a charity.

Note 1: Under the *Charities Act 2013* [Cth], such activities would include those that:

- (a) are not a charitable purpose that is for public benefit,
- (b) are not incidental or ancillary to, and do not further or aid, the Association's charitable purposes,
- (c) are for a purpose that is unlawful or contrary to public policy (see Note 2),
- (d) are for the purpose of promoting or opposing a political party or a candidate for political office (see Note 3).

Note 2: Public policy includes the rule of law, the constitutional system of government, public safety and national security. Activities are not contrary to public policy merely because they are contrary to government policy.

Note 3: Distributing information, or advancing debate, about the policies of political parties or candidates for political office (such as by assessing, critiquing, comparing or ranking those policies) is not a disqualifying purpose—section 11, *Charities Act 2013* [Cth].

Note 4: All political communication undertaken by the Association must comply with other relevant laws, including:

- *Commonwealth Electoral Act 1918* [Cth]
- *Electoral Act 2017* [NSW]
- *Electoral Funding Act 2018* [NSW]
- *Lobbying of Government Officials Act 2011* [NSW].

Part 3 State Council

3.1 Outline

This Part sets out duties, procedures and other matters relating to the State Council.

Note. The State Council comprises:

- (a) Councillors elected by branches, and
- (b) Councillors elected by electorates, and
- (c) delegates appointed by affiliates and
- (d) Councillors who are co-opted, and
- (e) the Chair of each State Council committee
- (f) each member of the Executive who is not otherwise a Councillor.

3.2 Objectives

The objectives of this Part are:

- (a) to clarify the duties held by State Councillors, and
- (b) to ensure that State Councillors know and understand their duties and responsibilities, consistent with ACNC Governance Standard 5, and
- (c) to determine State Council meeting procedures, and
- (d) to provide options for State Councillors to participate in State Council meetings where they are unable to attend in person.

3.3 General duties of State Councillors

Note: Under section 6 of the Constitution, the State Council holds various functions, including election and oversight of the Executive, strategic policy and planning, and coordination across the Association. This clause lists general duties that a State Councillor is expected to perform in accordance with their role.

General duties of a State Councillor include:

- (a) to regularly attend and contribute to State Council meetings,
- (b) to keep abreast of the Association's affairs,
- (c) to regularly report and provide advice on matters related to any branch, committee or portfolio area with which the Councillor is associated,
- (d) to review strategy by constructive planning, questioning and suggestion, and
- (e) to perform and maintain familiarity with relevant legal duties,

Note: These include the following duties described in ACNC Governance Standard 5:

- to act with reasonable care and diligence
 - to act in good faith in the Association's best interests and for a proper purpose
 - not to improperly use information or position
 - to disclose conflicts of interest
 - to ensure that financial affairs are managed responsibly
 - not to allow the Association to operate while insolvent.
- (f) to apply any special skills that the Councillor brings to the position,
 - (g) to apply good interpersonal skills, including to work as a group, to communicate personal points of view, and to listen to and respect other points of view.

3.4 Induction of State Councillors

Upon commencement of each term of office, a State Councillor is to receive written confirmation of their election or appointment, associated documentation, and any necessary training that together provides a clear understanding of the Councillor's term of office, duties, responsibilities and expectations relating to the position.

3.5 Meeting procedures

Holding of meetings

- (1) Meetings of the State Council are to be held:
 - (a) as agreed upon at the last preceding meeting, or
 - (b) in the event of urgent or unforeseen circumstances—as determined by the President, or
 - (c) in the case of an Extraordinary Meeting of State Council—in accordance with section 20 of the Constitution.

Notice of meetings

- (2) To the extent possible, the Secretary is to give notice of a proposed meeting to each State Councillor and each Branch Secretary at least 12 weeks prior to the meeting date, together with details of the dates by which agenda items, proposed resolutions on notice and reports are to be received.
- (3) Final notice of a proposed meeting, including a copy of the proposed agenda and all relevant business papers, must be given to each State Councillor and each Branch Secretary at least 14 days prior to the meeting date.

Note: This is required by sections 19 (3) and 20 (2) of the Constitution. Where possible, longer notice should be given (for example, 21 days).

- (4) Each meeting is to be notified to members by notice given in the Association's Journal, newsletters, website or other media.

Conduct of meetings

- (5) The Chair:
 - (a) is responsible for the general conduct of meetings, and
 - (b) may require the adoption of any procedure that, in the Chair's opinion, is necessary or desirable for efficient, fair or orderly proceedings, and
 - (c) is to act as a 'first among equals', and
 - (d) must ensure that decisions reflect the general will of the meeting.

Note: Meetings are generally chaired by the President. If the President is absent, section 19 (6) and (7) of the Constitution require this role to be performed by the Senior Vice President, or failing that, by the Vice President or some other State Councillor.

Meeting technology

- (6) A meeting may be held at 2 or more venues using any technology that gives each of its members a reasonable opportunity to participate.
- (7) A State Councillor who participates in a meeting using that technology is taken to be present at the meeting and, if the Councillor votes at the meeting, is taken to have voted in person.

Other attendees

- (8) Members and staff of the Association, invited members of the public and external advisors may:
- (a) attend all meetings, and
 - (b) with the consent of the Chair, participate in discussion,

but subject to any determination by the Chair that persons other than State Councillors not attend any particular meeting or part of a meeting dealing with confidential matters.

Approval of agenda

- (9) The proposed agenda is to be approved at the commencement of each meeting. No matters are to be added to the proposed agenda other than those determined to be urgent business.

Disclosure of interests

- (10) If:
- (a) a person who participates in a State Council meeting has, or could be perceived to have, a direct or indirect material interest in a matter being considered or about to be considered at a meeting, and
 - (b) the interest could be perceived by an independent observer to raise a conflict with the proper performance of the person's duties in relation to the consideration of the matter,

the person must, as soon as possible after the relevant facts have come to the person's knowledge, disclose to the meeting the nature of the interest concerned. A person includes a State Councillor, a staff member or any member of the Association.

Note. This requirement supports compliance with ACNC Governance Standard 5 (Duties of responsible entities). Matters disclosed will be recorded in the minutes, and must be dealt with in accordance with section 31 of the *Associations Incorporation Act 2009* [NSW]. It is advisable that any potential conflict of interest should also be notified to the President before the meeting.

Decisions and voting

- (11) Decisions should wherever possible be made by consensus. If it appears that consensus cannot be achieved on a matter within the remaining time available, the Chair must determine whether the meeting wishes to:
- (a) defer the matter to a later time or date (because there would seem reasonable prospects for achieving consensus through further consultation), or
 - (b) proceed to a vote (because the prospects for achieving consensus would seem unlikely).
- (12) A resolution put to the vote at a meeting must be decided on a show of hands unless a written ballot is demanded by the Chair or by two or more State Councillors.
- (13) A written ballot may be demanded:
- (a) before a vote is taken, or
 - (b) before the voting results on a show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.

- (14) Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how they are to be cast.
- (15) The Chair's declaration of the result must reflect all votes cast whether in person or by proxy.
- (16) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 19 (8) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.

- (17) In the event of any question arising as to the validity or intention of a vote, the decision of the Chair, or in the case of an election, the Returning Officer, is final.

Minutes

- (18) Minutes are to be recorded and tabled for approval at the next State Council meeting. Approved minutes must be signed by the Chair.
- (19) The vote of a State Councillor on a particular matter (other than in an election), together with their reason for so voting, is to be recorded in the minutes if the Councillor specifically so requests.

Note: Draft minutes should preferably be circulated within two weeks from the date of the meeting.

3.6 Alternate State Councillors

A person who is elected by a branch as an Alternate State Councillor is entitled to vote at a State Council meeting only in the absence of a State Councillor for whom he or she is elected to act as an alternate.

Note: Notice of the Alternate's election must be previously notified to the Secretary in accordance with By-Law 9.3 (5).

3.7 Circulating resolutions

- (1) The State Council may pass a resolution without a State Council meeting if a majority of all State Councillors entitled to vote on the resolution had it been proposed at a meeting sign a document (including one transmitted electronically) containing a statement that they are in favour of the resolution set out in the document.
- (2) Separate copies of a document may be used for signing by different State Councillors if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when a majority of State Councillors has signed the document.
- (4) The resolution and the date on which it was passed is to be recorded in the minutes of the following meeting.

3.8 Proxy voting

- (1) An instrument appointing a proxy under section 21 of the Constitution is valid only where the instrument:
 - (a) is made using the proxy form provided with the notice of meeting, and
 - (b) is made by a State Councillor who is not an Alternate State Councillor, and
 - (c) if it appoints an undirected proxy—appoints as proxyholder a person (not including a State Councillor) who is a member of the same Branch Committee or State Council committee as the person appointing the proxy, and

Note: This allows another committee member to attend, speak and vote as a substitute delegate.

- (d) if it appoints a directed proxy—appoints the Chair of the meeting as the proxyholder, and

Note: This allows an absentee Councillor to vote without sending a substitute delegate, but does not allow any input to motions that may arise at the meeting.

- (e) is signed or otherwise authenticated by the State Councillor appointing the proxy, and
 - (f) is received at the street, postal or electronic address specified in the notice of meeting to which the instrument relates, and
 - (g) is received by 9.00 am on the day prior to the meeting to which the instrument relates.
- (2) A proxy form may be lodged:
 - (a) as an electronic form in which data is inserted into separate fields, or
 - (b) as a scanned, printed or hand-filled copy.

Undirected proxies

- (3) An undirected proxyholder may speak, act and vote at the appointed meeting as the proxyholder sees fit, but may not hold more than one proxy.

Directed proxies

- (4) The Chair, acting as a directed proxyholder, must vote in the manner directed by each instrument of appointment. The absence of a voting direction in relation to any matter is taken to be a direction to abstain from voting on that matter.

3.9 Annual Meeting

Business transacted at the Annual Meeting of State Council is to include:

- (a) appointment of the Chair for that meeting,
- (b) election of officers,
- (c) appointment of additional State Councillors (if any),
- (d) appointment of delegates or representatives to other organisations,
- (e) nominations for appointments by external bodies,
- (f) appointment of Auditor,
- (g) meeting dates and locations for the following year.

Note 1: The appointment of a Chair under section 19 (7) of the Constitution is necessary as the office of President and all other Executive positions fall vacant upon commencement of the meeting. The person chosen as Chair should not be a candidate for election. Any directed proxy votes are held by the Chair.

Note 2: For procedures relating to the election of the Executive, refer to Part 6. For procedures relating to appointments to other positions, refer to Part 7.

Part 4 Executive

4.1 Outline

This Part sets out duties, procedures and other matters relating to the Executive.

Note. The Executive comprises:

- (a) the President, Senior Vice President, Vice President, Secretary, Treasurer, and up to 4 ordinary members elected under section 17 (1) of the Constitution, and
- (b) any additional members elected under section 17 (7) of the Constitution, and
- (c) any additional (non-voting) members co-opted under section 26 of the Constitution.

4.2 Objectives

The objectives of this Part are:

- (a) to clarify the duties held by Executive members, including additional duties held by office-bearers, and
- (b) to ensure that Executive members know and understand their duties and responsibilities, consistent with ACNC Governance Standard 5, and
- (c) to determine meeting and other procedures relating to the Executive, and
- (d) to support the ability of the State Council to monitor decisions by the Executive.

4.3 General duties of Executive members

Note: Under section 6 of the Constitution, the Executive holds the function of managing the Association's affairs, subject to policies, decisions and directions of the State Council. This clause lists general duties that an Executive member is expected to perform in accordance with their role.

General duties of an Executive member include:

- (a) to regularly attend and contribute to Executive meetings,
- (b) to keep abreast of the Association's affairs,
- (c) to regularly report and provide advice on matters related to any committee or portfolio area with which the Executive member is associated,
- (d) to review strategy by constructive planning, questioning and suggestion,
- (e) to perform and maintain familiarity with relevant legal duties,

Note. These include the following duties described in ACNC Governance Standard 5:

- to act with reasonable care and diligence
 - to act in good faith in the Association's best interests and for a proper purpose
 - not to improperly use information or position
 - to disclose conflicts of interest
 - to ensure that financial affairs are managed responsibly
 - not to allow the Association to operate while insolvent.
- (f) to apply basic financial and accounting literacy,
 - (g) to apply any special skills that the member brings to the position,
 - (h) to apply good interpersonal skills, including to work as a group, to communicate personal points of view, and to listen to and respect other points of view.

4.4 Duties of office-bearers

Note: Office-bearers hold additional duties to those held in their capacity as an Executive member.

President

- (1) It is the duty of the President:
 - (a) to chair general meetings, State Council meetings and Executive meetings,
 - (b) to supervise the Chief Executive Officer,
 - (c) to represent the Association at public occasions and important meetings,
 - (d) to review significant media or other public statements,
 - (e) to oversee preparation of the Annual Report,
 - (f) to deal with urgent matters,
 - (g) to regularly report on the current state of the Association.

Senior Vice President and Vice President

- (2) It is the duty of the Senior Vice President and the Vice President to assist the President in carrying out the duties of the President.

Secretary

- (3) It is the duty of the Secretary:
 - (a) to prepare agendas and notify relevant members of the time and place of general meetings, State Council meetings and Executive meetings,
 - (b) to ensure that accurate minutes are kept of proceedings at general meetings, State Council meetings and Executive meetings,
 - (c) to ensure that accurate registers are maintained in relation to the membership of the Association and of all appointments to positions,
 - (d) to act as the Public Officer under the *Associations Incorporation Act 2009*,
- Note:** The Secretary holds the position of Public Officer *ex officio*. Refer to By-Law 7.9.
- (e) to keep the Chair of meetings informed of matters affecting the validity of meeting proceedings,
 - (f) to periodically report to the Executive and State Council on matters relating to the proper governance of the Association.

Treasurer

- (4) It is the duty of the Treasurer:
 - (a) to oversee the management of the Association's financial affairs,
 - (b) to ensure that accurate financial accounts and records are kept,
 - (c) to monitor income, expenditure and cash flow, review financial reporting processes and develop suitable policies,
 - (d) to chair the Finance Committee,
 - (e) to oversee preparation of the Annual Budget,
 - (f) to regularly report to the Executive and State Council on the current financial state of the Association,
 - (g) to liaise as necessary with the Auditor.

4.5 Induction of Executive members

- (1) A person who is elected or appointed to the Executive must, before assuming each term of office, give the Secretary a signed consent to act as an Executive member.
- (2) Upon receipt of that consent, the Executive member is to receive written confirmation of their election or appointment, associated documentation, and any necessary training that together provides a clear understanding of the member's term of office, duties, responsibilities and expectations relating to the position.

4.6 Resignation of Executive members

- (1) An Executive member may resign office by giving the Secretary a signed notice of resignation.
- (2) The resignation takes effect on the day it is received by the Secretary or, if a later day is specified in the resignation, on that later day.

4.7 Meeting procedures

Holding of meetings

- (1) Meetings of the Executive are to be held as the Executive may determine, provided that at least 6 meetings are held between each annual general meeting.
- (2) The President must convene a meeting of the Executive if requested to do so by:
 - (a) any two Executive members, or
 - (b) the Chief Executive Officer.

Notice of meetings

- (3) Notice of a proposed meeting, including a copy of the proposed agenda and all relevant business papers, must be given to each member of the Executive and to the Chief Executive Officer at least 7 days prior to the meeting date, unless the meeting is an urgent meeting (in which case reasonable notice must be given).

Conduct of meetings

- (4) The Chair:
 - (a) is responsible for the general conduct of meetings, and
 - (b) may require the adoption of any procedure that, in the Chair's opinion, is necessary or desirable for efficient, fair or orderly proceedings, and
 - (c) is to act as a 'first among equals', and
 - (d) must ensure that decisions reflect the general will of the meeting.

Note: Meetings are generally chaired by the President. If the President is absent, section 25 (2) and (3) of the Constitution require this role to be performed by the Senior Vice President, or failing that, by the Vice President or some other Executive member.

Meeting technology

- (5) A meeting may be held at 2 or more venues using any technology that gives each of its members a reasonable opportunity to participate.
- (6) An Executive member who participates in a 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.

Other attendees

- (7) The Chief Executive Officer is to attend all meetings as a non-voting participant, subject to any determination by the Executive that the Chief Executive Officer not attend any particular meeting, any part of a particular meeting, or any part of each meeting.

Note: Attendance by the Chief Executive Officer is important to provide information and advice to the Executive on operational matters, and to understand the direction and rationale provided by the Executive.

- (8) The Executive may invite any person to attend an Executive meeting as an observer or as a non-voting participant.

Approval of agenda

- (9) The proposed agenda is to be approved at the commencement of each meeting. No matters are to be added to the proposed agenda other than those determined to be urgent business.

Disclosure of interests

- (10) If:
 - (a) a person who participates in an Executive meeting has, or could be perceived to have, a direct or indirect material interest in a matter being considered or about to be considered at a meeting, and
 - (b) the interest could be perceived by an independent observer to raise a conflict with the proper performance of the person's duties in relation to the consideration of the matter,

the person must, as soon as possible after the relevant facts have come to the person's knowledge, disclose to the meeting the nature of the interest concerned. A person includes an Executive member, a staff member or any member of the Association.

Note: This requirement supports compliance with ACNC Governance Standard 5 (Duties of responsible entities). Matters disclosed will be recorded in the minutes, and must be dealt with in accordance with section 31 of the *Associations Incorporation Act 2009* [NSW]. It is advisable that any potential conflict of interest should also be notified to the President before the meeting.

Decisions and voting

- (11) Decisions should wherever possible be made by consensus. If it appears that consensus cannot be achieved on a matter within the remaining time available, the Chair must determine whether the meeting wishes to:
 - (a) defer the matter to a later time or date (because there would seem reasonable prospects for achieving consensus through further consultation), or
 - (b) proceed to a vote (because the prospects for achieving consensus would seem unlikely).
- (12) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 24 (4) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.

Minutes

- (13) Minutes are to be recorded and tabled for approval at the next Executive meeting. Approved minutes must be signed by the Chair.
- (14) The vote of a member on a particular matter, together with their reason for so voting, is to be recorded in the minutes if the Councillor specifically so requests.

Note: Draft minutes should preferably be circulated within one week from the date of the meeting.

4.8 Circulating resolutions

- (1) The Executive may pass a resolution without an Executive meeting if all Executive members entitled to vote on the resolution sign a document (including one transmitted electronically) containing a statement that they are in favour of the resolution set out in the document.
- (2) Separate copies of a document may be used for signing by different Executive members if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last Executive member signs.
- (4) The resolution and the date on which it was passed is to be recorded in the minutes of the following meeting.

4.9 Reporting

- (1) For the purpose of section 24 (2) of the Constitution, information that the Executive must provide to the State Council includes:
 - (a) regular reports presenting the current state of the Association's affairs, and
 - (b) approved minutes of each Executive meeting, and
 - (c) disclosure of any proposal, decision, transaction or other matter that is likely to significantly affect the Association's financial position, solvency, asset base or risk exposure, or that would represent a significant deviation from previously formulated strategy, policy or acceptable risk profile, and
 - (d) any other requested information that is necessary for the State Council to exercise its functions under section 6 (5) of the Constitution,
- (2) As far as possible, such information is to be provided by means of continuous disclosure between State Council meetings.

Part 5 General meetings

5.1 Outline

- (1) This Part sets out procedures for convening and conducting general meetings, including requirements for proxy voting.
- (2) In this Part:
 - “annual general meeting” means a general meeting of the Association held to consider the Annual Report, financial statements and Auditor’s report in respect of the preceding financial year.
 - “special general meeting” means a general meeting of the Association other than an annual general meeting.

5.2 Objectives

The objectives of this Part are:

- (a) to determine meeting procedures for general meetings in greater detail, and
- (b) to promote the accountability and transparency of the Association to its members at annual general meetings, consistent with ACNC Governance Standard 2, and
- (c) to ensure that members receive adequate information regarding matters to be considered at special general meetings, and
- (d) to facilitate significant member participation in special general meetings by establishing workable procedures for proxy voting.

5.3 Conduct of general meetings

The Chair:

- (a) is responsible for the general conduct of meetings, and
- (b) may require the adoption of any procedure that, in the Chair’s opinion, is necessary or desirable for efficient, fair or orderly proceedings, and
- (c) is to act as a ‘first among equals’, and
- (d) must ensure that decisions reflect the general will of the meeting.

Note: Meetings are generally chaired by the President. If the President is absent, section 78 (1) and (2) of the Constitution require this role to be performed by the Senior Vice President, or failing that, by the Vice President or some other member.

5.4 Annual general meetings

Note: An annual general meeting is convened by the Executive under section 74 of the Constitution.

Notice of meetings

- (1) An annual general meeting is to be notified to members by notice given in the Association’s Journal, newsletters, website or other media.

Note: A minimum of 14 days’ notice is required under section 76 (1) of the Constitution. It is the intention that at least 28 days’ notice will be given.
- (2) A notice is to include, in addition to the matters required under section 76 of the Constitution, a statement to the effect that:
 - (a) the Annual Report, financial statements and Auditor’s report may be viewed on the Association’s website or at the Association’s office

during ordinary business hours, and that printed copies may be obtained on request, and

- (b) any member has the opportunity to ask questions concerning those documents or any aspect of the Association’s affairs, either from the floor of the meeting or by notice in writing to the Secretary received at least 7 days prior to the meeting.

Order of business

- (3) The order of business at an annual general meeting is to be as follows:
 - (a) announcement of results for the election of the Executive,
 - (b) confirmation of minutes of the last preceding annual general meeting, and of any special general meeting held since the last preceding annual general meeting,
 - (c) presentation of the Annual Report,
 - (d) presentation of financial statements and Auditor’s report,
 - (e) questions and comments by members,
 - (f) acceptance of the Annual Report (by formal resolution),
 - (g) acceptance of the financial statements and Auditor’s report (by formal resolution),
 - (h) any other business.

Questions and comments by members

- (4) The Chair must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on any aspect of the Association’s affairs.
- (5) Responses to questions placed on notice may be:
 - (a) incorporated in the address given by the President or other officers, or
 - (b) provided as part of a separate summary of answers at the beginning of question time.

Voting

- (6) A resolution put to the vote at an annual general meeting must be decided on a show of hands unless a written ballot is demanded by the Chair or by two or more voting members.
- (7) A written ballot may be demanded:
 - (a) before a vote is taken, or
 - (b) before the voting results on a show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.
- (8) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 80 (3) of the Constitution so as to defeat the resolution.

Note: This is consistent with the role of the Chair as ‘first among equals’. The Chair should not impose a decision that does not reflect the general will of the meeting.

Minutes

- (9) Minutes are to be recorded and tabled for approval at the next annual general meeting. Approved minutes must be signed by the Chair.

5.5 Special general meetings

Note: A special general meeting is convened by the State Council under section 75 of the Constitution.

Notice of meetings

- (1) A special general meeting is to be notified to members by:
 - (a) notice given in the Association's Journal, newsletters, website or other media, and
 - (b) written notice served on each membership by post or electronic transmission at an address recorded in the register of members.

Note: A minimum of 14 days' notice is required under section 76 (2) of the Constitution, or 21 days' notice if the meeting involves a special resolution. It is the intention that at least 28 days' notice will be given for special general meetings.

- (2) A notice is to include, in addition to the matters required under section 76 of the Constitution:
 - (a) the full text of each proposed resolution to be considered at the meeting, and
 - (b) an explanatory statement containing all information that is reasonably required by members to decide whether or not it is in the Association's interests to pass each proposed resolution, and
 - (c) summaries of the case 'for' and the case 'against' each proposed resolution, presented in plain language, and
 - (d) a statement to the effect that further documentation may be viewed on the Association's website or at the Association's office during ordinary business hours, and that printed copies may be obtained on request, and
 - (e) in the case of the written notice served on each membership—a proxy form for each voting member comprised within that membership, containing the name and address of the voting member concerned, a security code to facilitate on-line authentication, and all necessary instructions for completion and lodgement.

Note: Detailed procedures relating to proxy voting are set out in By-Law 5.6.

Admittance to meeting

- (3) Members and visitors are to be admitted to the meeting only after producing suitable evidence of their identity.

Note: For example, a proxy form or a current membership card.

Voting materials

- (4) The following voting materials are to be employed to facilitate the counting of votes cast at the meeting:
 - (a) for matters determined by a written ballot—one or more ballot papers, and
 - (b) for matters determined by a show of hands—a voting card having a distinctive colour or design, to be raised when a vote is taken.
- (5) Voting materials are to be issued to persons admitted to the meeting as follows:
 - (a) each voting member who has not appointed a proxy must receive one set of ballot papers, and
 - (b) each undirected proxyholder must receive one set of ballot papers for each proxy held (up to a

maximum of 5 sets of ballot papers), in addition to any set of ballot papers that the person may be entitled to receive as a voting member under paragraph (a), and

- (c) each person referred to in paragraphs (a) and (b), and any voting member who has appointed a directed proxy, must receive one voting card only, irrespective of the number of sets of ballot papers (if any) that the person is entitled to receive,

but all other persons admitted to the meeting must not receive any voting materials.

Independent Observer

- (6) The first business of the meeting must be to ratify the prior appointment by the State Council of the Independent Observer, being a person who is not a member of the Association or its staff, and who is widely respected for his or her ability to act in an impartial capacity.
- (7) The Independent Observer is to undertake the following duties:
 - (a) to observe meeting proceedings in regard to fairness and even-handedness, and to make any necessary recommendations to the Chair, and
 - (b) to act as a directed proxyholder for voting members who are unable to attend the meeting in person, and
 - (c) to observe the counting of directed proxy votes before the meeting, and
 - (d) to resolve any disputes that arise during the meeting.

Debate on proposed resolution

- (8) After a proposed resolution has been duly moved, speakers are to be heard alternately against and for the resolution.
- (9) The Chair must allow a reasonable opportunity for the members as a whole at the meeting to participate in the debate.

No amendment of special resolutions etc.

- (10) No amendments may be moved to a proposed special resolution or other resolution placed on notice other than those that rectify typographical, grammatical or similar minor errors, and which do not change the substance or intention of the resolution.

Voting

- (11) A resolution put to the vote at a special general meeting must be decided:
 - (a) if it is a special resolution or other resolution placed on notice—by a written ballot, or
 - (b) if it is any other resolution—by a show of hands, unless a written ballot is demanded by the Chair or by two or more voting members.
- (12) On a show of hands, no person may cast more than one vote.

Note: Hence, no person is to be issued with more than one voting card. Refer to subclause (5).

- (13) A written ballot may be demanded:
 - (a) before a vote is taken, or
 - (b) before the voting results on a show of hands are declared, or

- (c) immediately after the voting results on a show of hands are declared.
- (14) Before a vote is taken the Chair must:
- (a) clearly indicate the applicable majority that is required for the resolution to be carried, and
 - (b) inform the meeting whether any proxy votes have been received and how they are to be cast.
- (15) The Chair's declaration of the result must reflect all votes cast whether in person or by proxy.
- (16) In the event of a tied vote the Chair must exercise or refrain from exercising the casting vote available under section 80 (3) of the Constitution so as to defeat the resolution.
- Note: This is consistent with the role of the Chair as 'first among equals'. The Chair should not impose a decision that does not reflect the general will of the meeting.*

- (17) In the event of any question arising as to the validity or intention of a vote, the decision of the Chair is final, but only after the Chair has considered any recommendation made by the Independent Observer.

Minutes

- (18) Minutes are to be recorded and tabled for approval at the next General Meeting. Approved minutes must be signed by the Chair.

Notification of result

- (19) All members of the Association are to be notified in writing of the result as soon as practicable after the meeting.

5.6 Proxy voting

- (1) This clause applies only to special general meetings.
- (2) An instrument appointing a proxy under section 81 (1) of the Constitution is valid only where the instrument:
 - (a) is made using the proxy form provided with the notice of meeting, and
 - (b) if it appoints an undirected proxy—appoints a current financial member of the Association as the proxyholder, and

Note: This allows another member of the Association to attend, speak and vote at the meeting, but does not guarantee that a vote will be cast (for example, if the proxyholder fails to attend, or in the event that the proxyholder is appointed to receive more than the permitted number of proxies).

- (c) if it appoints a directed proxy—appoints the Independent Observer as the proxyholder, and

Note: This guarantees that the member's vote will be cast as directed, but does not allow any input to the debate or to any procedural motions that may arise at the meeting.

- (d) is signed or otherwise authenticated by the member appointing the proxy, and
 - (e) is received at the street, postal or electronic address specified in the notice of meeting to which the instrument relates, and
 - (f) is received no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (3) A proxy form may be lodged:
- (a) as an electronic form in which data is inserted into separate fields, or
 - (b) as a scanned, printed or hand-filled copy.

Undirected proxies

- (4) An undirected proxyholder may speak, act and vote as the proxyholder sees fit, but may not hold more than 5 proxies.

Note: The limitation on the number of proxies that may be held by a member is stipulated by section 80 (2) of the Constitution. To ensure compliance with this requirement, By-Law 5.5 (5) (b) restricts the number of ballot papers that may be issued to a proxyholder.

Directed proxies

- (5) The Independent Observer, acting as a directed proxyholder, must vote in the manner directed by each instrument of appointment. The absence of a voting direction in relation to any matter is taken to be a direction to abstain from voting on that matter.

Part 6 Election procedures

6.1 Outline

(1) This Part establishes procedures for the election of the Executive, as provided under section 17 (3) of the Constitution.

(2) In this Part:

“annual elections” means elections conducted at the Annual Meeting of State Council.

“by-election” means any election of Executive members conducted at an ordinary meeting of State Council.

“office-bearer” means an Executive member holding one of the following offices:

- (a) President,
- (b) Senior Vice President,
- (c) Vice President,
- (d) Secretary
- (e) Treasurer.

“ordinary Executive member” means an Executive member who is not an office-bearer.

6.2 Objectives

The objective of this Part are:

- (a) to establish election rules and procedures that promote clarity, certainty, fairness and transparency, and
- (b) to ensure the suitability of candidates, consistent with ACNC Governance Standard 4.

6.3 Election principles

- (1) Elections are to be conducted independently of the Executive.
- (2) Elections are to be by way of secret ballot.
- (3) Electors unable to attend a ballot in person are to have the opportunity to vote by means of a directed proxy.
- (4) Electors are to have the opportunity to reject unsuitable candidates, even if an election is uncontested.

6.4 Returning Officer

(1) Annual elections and any by-election are to be conducted by the Returning Officer.

Note: For matters relating to the appointment and eligibility of the Returning Officer, refer to By-Law 7.8.

- (2) The Returning Officer may be assisted by any person who would be eligible to be appointed as the Returning Officer.
- (3) The Returning Officer or any person assisting the Returning Officer is ineligible to nominate as a candidate for election.

6.5 Nomination of candidates

- (1) The Returning Officer is to call for nomination of candidates no later than 40 days prior to the election date.
- (2) Nominations are to be called by notice given in the Association’s journal, newsletters, website or other media.
- (3) A notice is to include, or advise how to obtain, all information necessary to enable a candidate to be

informed about the positions and to lodge a valid nomination.

- (4) A valid nomination must:
 - (a) be made by a current financial member of the Association, and
 - (b) be made in writing by the nominee, and
 - (c) state each position for which nomination is made, and
 - (d) include the name of at least 1 member of the Association who has consented to support the nomination, and
 - (e) include disclosures and undertakings that would satisfy ACNC Governance Standard 4, and
 - (f) be made in such manner and contain such particulars concerning the candidate as is specified in the notice or supporting documentation, and
 - (g) be received by the Returning Officer at the street, postal or electronic address specified in the notice, and
 - (h) be received during the period specified in the notice, being a period of at least 21 days from the date on which notice was first given.
- (5) A candidate statement of up to 300 words may accompany the nomination.
- (6) A candidate may nominate for more than one position.
- (7) The Returning Officer must use reasonable endeavours to keep the facts and details of all nominations secret until the end of the nomination period.

6.6 Roll of electors

- (1) The Secretary must prepare a roll of electors for each election.
- (2) The roll of electors is to list:
 - (a) each State Councillor who is eligible to vote in the election (but such that any Alternate State Councillor is clearly distinguished), and
 - (b) the branch, State Council committee or affiliated organisation for which each State Councillor is a representative or delegate.

Note: The term of co-opted State Councillors and *ex officio* State Councillors who hold Executive positions ends immediately prior to the commencement of the Annual Meeting of State Council. Such Councillors are ineligible to vote in annual elections, and therefore must not be recorded in the roll of electors for those elections.

- (3) The Secretary must notify each Branch Secretary no later than 30 March of the date on which the roll of electors for the annual elections is to be closed.

Note: Branch annual general meetings will need to be held prior to this date, with sufficient margin for results to be conveyed to the Secretary in accordance with By-Law 9.3 (5).

- (4) The Secretary must give a copy of the roll of electors to the Returning Officer no later than 21 days prior to the election date.

6.7 Holding of ballots

- (1) The Returning Officer is to conduct:
 - (a) a separate ballot for each office-bearer position, and

- (b) a combined ballot for all ordinary Executive member positions.
- (2) Only candidates who lodged a valid nomination under By-Law 6.5 are to be included in the respective ballots for which they are nominated.
- (3) However, a candidate who nominated as an office-bearer is taken to be a candidate as an ordinary Executive member (if a ballot for such position is being held) even if no nomination was specifically made for that position, unless the candidate specifies otherwise.
- (4) A ballot is to be undertaken even if the number of candidates is insufficient to fill all vacancies for the position concerned, or is equal to the number of such vacancies.
- (5) All ballots are to be conducted concurrently at the appointed meeting of the State Council, but proxy forms may be lodged with the Returning Officer before the meeting in accordance with By-Law 3.8.
- (6) The Returning Officer must prepare proxy forms and ballot papers similar to the specimens included in Schedules 1 and 2 (respectively) containing:
- the names of all candidates, arranged alphabetically, and
 - two boxes to the right of each candidate's name, marked 'Yes' and 'No', and
 - instructions for completion and lodgement.
- (7) Proxy forms and candidate statements are to be forwarded with the notice of meeting to each elector listed on the roll not less than fourteen days before the appointed election date.
- (8) The Returning Officer must:
- record in the roll the receipt of each valid proxy form against the name of the relevant elector, indicating whether it is for a directed or undirected proxy, and if the latter, the name of the proxyholder who is authorised to vote in place of the elector, and
 - if it is a directed proxy—detach or obliterate from the proxy form all information that would allow the identity of the elector to be ascertained before storing it in a secured ballot box or electronic repository.
- (9) Upon commencement of ballots at the appointed meeting of the State Council, the Returning Officer is to issue one ballot paper in respect of each ballot being held to the following persons who are present in person:
- each elector (not including an Alternate State Councillor) who has not appointed a proxy, and
 - each Alternate State Councillor who is entitled to vote in the absence of an elector referred to in paragraph (a), and
 - each undirected proxyholder,
- but must not issue a ballot paper to any other person.
- (10) Completed ballot papers are to be secured until the counting of votes begins.

6.8 Counting of votes

- (1) Counting of votes is to be undertaken immediately after the close of ballots in the following sequential order.

Ballot	Sequential order
Office of President	1st
Office of Senior Vice President	2nd
Office of Vice President	3rd
Office of Secretary	4th
Office of Treasurer	5th
Ordinary Executive members	6th

- (2) A candidate who is taken to be elected to a position is immediately eliminated as a candidate in all subsequent ballots.

Note: Consequently, a candidate cannot be elected to multiple positions.

Informal votes

- (3) Before counting commences, any informal votes are to be separated and their number recorded. A vote is informal if, in the opinion of the Returning Officer:
- no voting intention is indicated, or
 - no clear voting intention can be ascertained.

Formal votes

- (4) Only formal votes are to be counted in determining if a candidate is elected.
- (5) Votes for candidates are to be counted according to the number of 'Yes' and 'No' votes recorded on ballot papers. A 'Yes' vote is represented by a numbered preference placed within the box marked 'Yes' to the right of the candidate's name. A 'No' vote is represented by the letter 'X' placed within the box marked 'No' to the right of the candidate's name.
- (6) A candidate's 'Net Score' is equal to the number of 'Yes' votes received less the number of 'No' votes received.
- (7) Only candidates whose Net Score is greater than zero may be elected.
- Note:** This excludes the election of candidates who on balance are considered unsuitable by electors.
- (8) The counting method that must be used varies according to whether the ballot is:
- an uncontested ballot, or
 - a contested single position ballot, or
 - a contested multiple position ballot.

Uncontested ballots

- (9) This method applies to any ballot in which the number of remaining candidates is equal to or less than the number of positions to be elected.

Step 1 Any candidate who has been elected in an earlier ballot is eliminated.

Step 2 The number of 'Yes' and 'No' votes received by each candidate is tallied.

Step 3 From the tallies, a total Net Score is calculated for each candidate.

Step 4 Only those candidates whose total Net Score is greater than zero are taken to be elected.

Contested single position ballots

- (10) This method applies to any ballot involving a single position where there is more than one remaining candidate. It applies the optional preferential system of voting, subject to the successful candidate achieving a Net Score greater than zero.

Step 1 Any candidate who has been elected in an earlier ballot is eliminated. Numbered preferences are adjusted accordingly.

Step 2 First preference votes are allocated between candidates.

Step 3 If one of the candidates has an absolute majority (that is, more than half the total number of first preference votes), then that candidate is considered under Step 7.

Step 4 If no candidate has an absolute majority then the candidate with the lowest number of first preference votes is eliminated. The second preference votes held by the eliminated candidate are then distributed amongst the remaining candidates.

Step 5 If a ballot paper for the eliminated candidate does not include a preference for any of the remaining candidates then that vote is exhausted, and the number of formal votes is reduced by one.

Step 6 If none of the remaining candidates has an absolute majority, Steps 4 and 5 are repeated until one candidate gains an absolute majority.

Step 7 The candidate who has an absolute majority is taken to be elected, provided that the Net Score is greater than zero.

Contested multiple position ballots

- (11) This method applies to a ballot for the election of ordinary Executive Members if there are more remaining candidates than there are positions to be filled.

Step 1 Any candidate who has been elected in an earlier ballot is eliminated. Numbered preferences are adjusted accordingly.

Step 2 The number of first, second and further preference votes (up to the n^{th} preference, where n is the number of positions to be filled) received by each candidate is tallied, and each counted as a 'Yes' vote. The number of 'No' votes received by each candidate is also tallied.

Step 3 From the tallies, a total Net Score is calculated for each candidate.

Step 4 The candidates (up to the number required to be elected) with the highest Net Score are taken to be elected, but only if the Net Score is greater than zero.

Tied results

- (12) If there is an equality of votes, the result is to be determined by lot.

6.9 Declaration of results

- (1) The Returning Officer is to declare the result of all ballots as soon as practicable after the completion of counting.
- (2) The result of each ballot is to be:
- (a) recorded in the minutes of the relevant meeting of the State Council, and
 - (b) in the case of annual elections—announced at the annual general meeting.

Part 7 Appointment procedures

7.1 Outline

This Part establishes consistent procedures and requirements for filling appointed positions within the Association.

7.2 Objectives

The objectives of this Part are:

- (a) to apply open and merit-based selection processes to appointments, and
- (b) to clarify the duties and reporting functions of all appointed positions.

7.3 General procedures

- (1) Each position referred to in this Part as an “**advertised position**” is to be notified in the Association’s journal, newsletters, website or other media.
- (2) An advertised position requires a written application.
- (3) Written applications are to be assessed by the Recruitment Committee, and a recommendation made on the basis of eligibility and merit, having regard to:
 - (a) any specific selection criteria, and
 - (b) the contribution that a candidate may make to the Association by reason of their expertise, experience or motivation.
- (4) When appointing a person to a position, the appointing body must consider but is not bound by any recommendations made by the Recruitment Committee.
- (5) If the term of office of an advertised position (other than a co-opted Executive member) expires less than 3 months from the date of appointment, the position need not be advertised, and the appointee may be automatically re-appointed for one year.

7.4 Co-opted Executive members

- (1) Up to three (non-voting) Executive members may be co-opted by the Executive under section 26 of the Constitution.
- (2) Appointments may be made if there is an identified need to fill gaps in the composition of the Executive relating to particular expertise or experience.
- (3) All positions are advertised positions.
- (4) Each appointment is effective immediately, and continues until the next Annual Meeting of State Council.

Note: Refer to section 17 (8) of the Constitution.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) is desirably (but not necessarily) a State Councillor,
 - (c) has specified expertise or experience.
- (6) Duties are as specified in By-Law 4.3.
- (7) A co-opted Executive member seeking a second term of office must not be re-appointed, but should stand for election under section 17 of the Constitution.

7.5 Co-opted State Councillors

- (1) Additional State Councillors may be co-opted by the State Council under section 15 of the Constitution.

Note: The number of such Councillors is limited to 25 per cent of the total number of Councillors, or such other maximum percentage as is determined by the State Council.
- (2) Appointments may be made if there is an identified need to fill gaps in the composition of the State Council relating to particular expertise or experience.. The number of such positions (if any) and any particular fields of interest or geographical regions to which they pertain are to be determined by the State Council each year prior to 31st July.
- (3) All positions are advertised positions.
- (4) Each appointment is effective immediately, and continues until the next Annual Meeting of State Council.

Note: Refer to section 10 (c) of the Constitution.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) has relevant expertise or experience.
- (6) Duties are as specified in By-Law 3.3.

7.6 State Council committees

- (1) Persons may be appointed to State Council committees:
 - (a) by the State Council under section 18 (1) of the Constitution, or
 - (b) by the committee concerned under section 18 (4) of the Constitution.

Note: Refer to Part 8 regarding the operation of State Council committees.
- (2) Committee members are to be appointed no later than 31st July in each year, as follows:
 - (a) committee chairs and all members of the Recruitment Committee are to be appointed by the State Council, and
 - (b) all other members are to be co-opted by the committee concerned,

but casual vacancies may be filled at any time.

Note: Appointments are timed so that committee chairs (who are *ex officio* State Councillors) are eligible to vote at the Annual Meeting of State Council.
- (3) All committee chair positions (other than the Chair of the Recruitment Committee) are advertised positions.
- (4) Each appointment is effective immediately, and continues until 31st July in the following year, or until the position is sooner refilled.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) need not be a State Councillor,
 - (c) has expertise or experience relevant to the committee concerned.
- (6) Duties are to actively contribute to the work of the committee.

7.7 Delegates etc. to other organisations

- (1) Delegates or representatives of the Association to other organisations may be appointed by the State Council under section 18 (3) of the Constitution.
- (2) Appointments are to be made at the Annual Meeting of State Council, or as positions otherwise fall vacant.
- (3) All positions are advertised positions. However, a nominee for appointment by an external or statutory body need not be advertised.
- (4) Each appointment is effective immediately, and continues until the next Annual Meeting of State Council, or as the position otherwise falls vacant.
- (5) Selection criteria include that the person:
 - (a) must be a current financial member of the Association,
 - (b) need not be a State Councillor,
 - (c) has expertise or experience relevant to the position concerned.
- (6) Duties include:
 - (a) to regularly attend meetings or other activities of the organisation concerned,
 - (b) to convey to those meetings the Association's perspective on relevant issues.
- (7) Reporting functions include:
 - (a) to report on attendances at meetings or other activities of the organisation concerned, and
 - (b) to keep the State Council and Executive regularly informed on emerging issues, possible responses, and any recommended actions.

7.8 Returning Officer

- (1) The Returning Officer is to be appointed by the State Council.
- (2) The appointment is to be made no later than 31st July in each year, but casual vacancies may be filled at any time.
- (3) The position is not an advertised position.
- (4) The appointment is effective immediately, and continues until 31st July in the following year, or until the position is sooner refilled.
- (5) Selection criteria include that the person:
 - (a) need not be a member of the Association,
 - (b) must not be a State Councillor,
 - (c) has expertise or experience relevant to the position,
 - (d) is widely respected for their ability to act in an impartial capacity.
- (6) Duties include:
 - (a) to conduct annual elections and any by-elections in accordance with all applicable rules under the Constitution and these By-Laws,
 - (b) to confirm the eligibility of candidates and electors,
 - (c) to supervise ballots,
 - (d) to resolve disputes regarding the election process,
 - (e) to act with complete independence, impartiality and confidentiality.

- (7) Reporting functions include to keep the President and the Chief Executive Officer regularly informed of progress and developments concerning the election process.

7.9 Public Officer

- (1) The Public Officer is required to be appointed under section 34 of the *Associations Incorporation Act 2009* [NSW].
- (2) The position is to be held by the Secretary *ex officio*.
- (3) The position is not an advertised position.
- (4) If the office of Secretary falls vacant and is likely to remain vacant for an extended period, the Executive must within 28 days appoint either an Executive member or a staff member as the Public Officer until such time as the office of Secretary is filled.
 Note: Section 35 (3) of the *Associations Incorporation Act 2009* requires a vacancy in the office of Public Officer to be filled within 28 days.
- (5) Duties are as required under the *Associations Incorporation Act 2009* [NSW].
 Note: Relevant duties include:
 - (a) acting as an authorised signatory (section 36),
 - (b) acting as a recipient for documents served on the Association (section 101),
 - (c) notifying any change of address of the Association within 28 days (section 13),
 - (d) notifying his or her appointment as Public Officer within 28 days, including any change of address for the service of documents (section 34).

7.10 Auditor

- (1) The Auditor is required to be appointed by the State Council under section 54 of the Constitution.
- (2) The appointment is generally to be made at the Annual Meeting of State Council, but a vacancy may be filled at any time.
- (3) The position is not an advertised position, but may be advertised.
- (4) The appointment is effective immediately, and continues until the next Annual Meeting of State Council.
- (5) Selection criteria include that the person satisfies:
 - (a) all criteria as to qualifications and independence under section 52 of the *Associations Incorporation Act 2009* [NSW], and
 - (b) all requirements under section 60-30 of the *Australian Charities and Not-for-profits Commission Act 2012* [Cth].
- (6) Duties are to report on the Association's financial statements in accordance with the Australian Auditing Standards.
- (7) Reporting functions are:
 - (a) to report to the Annual General Meeting of the Association as required under section 44 of the *Associations Incorporation Act 2009* [NSW], and
 - (b) to make reports and declarations as required under Subdivision 60-C of the *Australian Charities and Not-for-profits Commission Act 2012* [Cth], and
 - (c) to make recommendations in relation to any relevant matter.

7.11 Authorised signatories

- (1) The Public Officer is, by virtue of that office, an authorised signatory for the Association.
- (2) The Executive may from time to time appoint additional authorised signatories from amongst its members, and may at any time revoke any such appointment.
- (3) A person (other than the Public Officer) vacates office as an authorised signatory if:
 - (a) his or her appointment as an authorised signatory is revoked, or
 - (b) he or she ceases to be a member of the Executive.

Part 8 Committees

8.1 Outline

- (1) This Part establishes a consistent framework for the establishment, operation, review and closure of committees.
- (2) In this Part:

“Committee” means a committee appointed either by:

 - (a) the State Council (a “State Council committee”), or
 - (b) the Executive (an “Executive committee”).

Note: Branch Committees are dealt with separately in Part 9.

8.2 Committee charter

- (1) A Committee must have a charter that is approved by its appointing body.
- (2) The charter is to specify:
 - (b) the Committee’s objectives, and
 - (a) the functions delegated to the Committee, and
 - (c) terms of reference and any special requirements.
- (3) A Committee’s charter operates for a term of 2 years from its approval.
- (4) Before approving the renewal of a Committee’s charter, the appointing body must review the continuing need to retain the committee, the adequacy of the charter, and the need for any alterations.

Note: Approved committee charters are reproduced in Appendix B. Committee charters should be reviewed in conjunction with the 2-yearly review of these By-Laws.

8.3 Composition

- (1) A Committee must:
 - (a) consist of at least 3 persons, and
 - (b) if it is an Executive Committee—include at least 2 Executive members.
- (2) Each committee member must be a financial member of the Association.
- (3) Appointments to committees are to be made each year as follows:
 - (a) appointments to State Council committees are to be made in accordance with By-Law 7.6, and
 - (b) appointments to Executive committees are to be made by the Executive at its first meeting following the Annual General Meeting, but vacancies or additional positions may be filled at any time.
- (3) A committee position falls vacant if the person holding the position:
 - (a) resigns from the position by notice to the Chair of the committee, or
 - (b) ceases to be a financial member of the Association, or
 - (c) in the case of an Executive member appointed to an Executive committee—ceases to be an Executive member.

8.4 Committee procedures

- (1) A Committee may conduct its business by way of:
 - (a) committee meetings, and
 - (b) interaction between committee members by email or similar message technology.
- (2) Committee meetings (if any) are to be held as each Committee may determine, provided that:
 - (a) at least 3 committee members are in attendance at any part of a meeting, and
 - (b) if it is an Executive committee—at least 1 committee member who is a member of the Executive is in attendance at any part of a meeting, and
 - (c) if any committee members attend by telephone or other technology—all members are able to communicate with each other.
- (3) A Committee must convene a meeting if directed to do so:
 - (a) in the case of a State Council committee:
 - (i) by the President, or
 - (ii) by a resolution of the State Council, or
 - (b) in the case of an Executive committee:
 - (i) by the President, or
 - (ii) by any two members of the Executive, or
 - (iii) by the Chief Executive Officer, or
 - (iv) by the Auditor (Finance Committee only).
- (3) Notice of a proposed Committee meeting, including a copy of the proposed agenda and all relevant business papers, must be given:
 - (a) to each member of the Committee, and
 - (b) in the case of an Executive committee—to each member of the Executive who is not a member of the Committee,

at least 7 days prior to the meeting date.
- (4) Except as a Committee’s charter otherwise provides, the following persons (who are not a member of the Committee) may attend meetings as a non-voting participant:
 - (a) any invited person who is an Association member, staff member or external advisor having expertise or experience relevant to the Committee’s objectives and functions, and
 - (b) in the case of a State Council committee—any State Councillor, and
 - (c) in the case of an Executive Committee—any member of the Executive.
- (5) Decisions should wherever possible be made by consensus. If a vote is required the Chair does not have a second or casting vote.
- (6) Minutes of meetings are to be recorded and tabled:
 - (a) in the case of a State Council Committee—at the next State Council meeting, or
 - (b) in the case of an Executive Committee—at the next Executive meeting.

8.5 Reporting and performance review

- (1) Each Committee is to regularly report on its affairs to the State Council, the Executive or both (as appropriate), including advice as to emerging issues, possible responses, and any recommended actions.
- (2) Each Committee should self-assess its effectiveness and performance annually.

8.6 Consultation

- (1) A Committee should undertake reasonable consultation before initiating public action that has significant potential consequences to the Association.

Note: For example, contact should usually be made with the President or Chief Executive Officer in relation to:

- proposed dealings with Ministers or senior government officials
 - matters relating to State-wide campaigns
 - announcements or commentary to State or national media channels.
- (2) In urgent situations where opportunities for consultation may be unavailable, any pronouncements should be guided by the Association's current policies.
 - (3) Appearances at the Land and Environment Court or other judicial bodies must be authorised by the Executive, or in urgent cases, by the President.

8.7 Group committees

The State Council may appoint Committees, to be known as Group Committees, to carry out basic functions in relation to any region or field of interest not presently served by a Branch.

Note: For example, a Group Committee might be formed as a transitional step to establishing a Branch.

Part 9 Branch Committees

9.1 Outline

- (1) This Part establishes a consistent and simplified framework for Branch Committees that sets out their charter, composition, operation and other matters. It replaces former 'Branch Rules' and 'Branch Committee rules'.
- (2) In this Part:

“Branch Committee” means a Branch Committee elected under Part VI of the Constitution, and includes each State Councillor elected by the branch concerned.
- (3) Each Branch Committee is subject to this Part.

9.2 Branch committee charter

Note: Each Branch Committee has authority under section 29 (2) of the Constitution to do all such things as are necessary to carry out the objects of the Association, subject to the Constitution and By-Laws.

Functions

- (1) The functions of each Branch Committee are:
 - (a) to conduct the Association's affairs in relation to a nominated region, and
 - (b) to provide advice and recommendations to the State Council.

Objectives

- (2) The principal objectives of each Branch Committee are:
 - (a) to promote nature conservation, and
 - (b) to provide social, educational and recreational opportunities, and
 - (c) to encourage active member participation, and
 - (d) to promote the Association's public profile, in relation to the region concerned.

Terms of reference

- (3) The specific terms of reference of each Branch Committee include:
 - (a) pursuing regional or local conservation projects, including action to support State-wide campaigns,
 - (b) monitoring Association affairs relating to the nominated region,
 - (c) making submissions and representations, especially to local members of Parliament, regional agencies and local councils,
 - (d) coordinating bushwalking, nature study, field survey, educational and other nature-oriented activities within the nominated region,
 - (e) recruiting new members within the nominated region,
 - (f) regularly communicating with local members and community groups,
 - (g) collaborating with regional conservation networks,
 - (h) generating publicity via local media channels,
 - (i) providing delegates to the State Council, thereby participating in the Association's strategic direction and decision-making.

9.3 Election procedures

Note: Under section 30 of the Constitution a Branch Committee must be elected each year at a Branch Annual General Meeting.

- (1) A Branch Committee is to appoint a date for a Branch Annual General Meeting that is after 30 June, but no later than would prevent it from satisfying subclause (5).
- (2) A Branch Committee must give each branch member at least 14 days' notice of the date, time and location of a Branch Annual General Meeting, but should preferably give longer notice.
- (3) Notice is to be provided by letter, email or newsletter notice sent to an address recorded in the register of members.
- (4) A Branch Committee should make reasonable endeavours to involve and obtain the widest possible representation of members.
- (5) A Branch Committee must provide to the Secretary of the Association:
 - (a) a copy of the minutes of the Branch Annual General Meeting, and
 - (b) names and contact details for each member elected to the Committee (including State Councillors), within 7 days of its election, but no later than the date notified for the closing of the roll of electors for the Annual Meeting of State Council.

Note: The Secretary of the Association will give notice of this date to Branch Secretaries by 30 March each year. Refer to By-Law 6.6 (3).

9.4 Composition

- (1) A Branch Committee must:
 - (a) consist of at least 3 members, and
 - (b) include either a President or Secretary, but preferably both, and
 - (c) include a Treasurer.
- (2) A Branch Committee may include other office-bearing positions according to local needs and capacity.

Note: Examples might include:

- Newsletter Editor
- Conservation Officer
- Activities Coordinator
- Publicity Officer
- Website or Social Media Coordinator
- delegates to external bodies

- (3) A person may hold more than one office-bearing position.
- (4) Each member of a Branch Committee must be a current financial member of the Association.

9.5 Representation on the State Council

- (1) The President and Secretary of a Branch Committee shall each be a State Councillor *ex officio*, unless other persons are elected to that position instead at the Branch Annual General Meeting.

Note: If persons other than the President or Secretary are elected as a State Councillor (for example, because of their greater ability to attend meetings), the branch should consider electing the President and Secretary as Alternate State Councillors.

- (2) The entitlement of a Branch Annual General Meeting to elect more than two State Councillors under section 14 (3) of the Constitution, as advised by the Secretary under section 14 (4) of the Constitution, is to be calculated based on the total number of voting members assigned to the branch as at 30 June preceding the Meeting.
- (3) Each State Councillor is to regularly attend or otherwise contribute to State Council meetings.
- (4) A Branch Annual General Meeting may elect up to two Alternate State Councillors.

9.6 Committee procedures

- (1) A Branch Committee may conduct its business by way of:
 - (a) Branch Committee meetings, and
 - (b) interaction between committee members by email or similar message technology.
- (2) Meetings are to be held as each Branch Committee may determine, provided that:
 - (a) at least 2 meetings are held between each branch annual general meeting, and
 - (b) at least 3 committee members are in attendance at any part of a meeting, and
 - (c) if any committee members attend by telephone or other technology—all members are able to communicate with each other.
- (3) A Branch Committee must convene a meeting if directed to do so by the President of the Association or by a resolution of the State Council.
- (4) Notice of a proposed Branch Committee meeting, including a copy of the proposed agenda and all relevant business papers, must be given to each Branch Committee member at least 7 days prior to the meeting date.
- (5) Any Association member, and any invited staff member or external advisor, may attend meetings as a non-voting participant. Meetings are to be regularly notified to members of the branch concerned via branch newsletters or by similar means.
- (6) Decisions should wherever possible be made by consensus. If a vote is required the Chair does not have a second or casting vote.
- (7) Minutes are to be recorded and tabled at the next Branch Committee meeting.

9.7 Consultation

- (1) A Branch Committee should undertake reasonable consultation before initiating public action that has significant potential consequences to the Association.

Note: For example, contact should usually be made with the President or Chief Executive Officer in relation to:

- proposed dealings with Ministers or senior government officials
- matters relating to State-wide campaigns
- announcements or commentary to State or national media channels.

- (2) In urgent situations where opportunities for consultation may be unavailable, any pronouncements should be guided by the Association's current policies.

- (3) Appearances at the Land and Environment Court or other judicial bodies must be authorised by the Executive, or in urgent cases, by the President.

9.8 Financial management and assets

- (1) A Branch Committee must ensure that:
 - (a) all receipts and payments are duly accounted for, and that annual and quarterly financial returns are promptly lodged with the Association's office, and
 - (b) any assets of the Association held to the account of the branch are maintained in good order and used for Association purposes.
- (2) Cheques and withdrawals from any bank account must be signed by two authorised signatories.

9.9 Reporting

A Branch Committee is to:

- (a) regularly report on its affairs to the State Council, including advice as to emerging issues, possible responses, and any recommended actions, and
- (b) prepare a short annual report following the end of each financial year summarising the year's activities, highlights and achievements.

9.10 Inoperative committees

- (1) If a Branch Committee becomes inoperative because:
 - (a) a Branch Annual General Meeting has not been convened in any calendar year, or
 - (b) a Branch Annual General Meeting is unable to elect a Branch Committee,
 the Committee shall continue to hold office in a caretaker capacity until 30 September in the year following which its re-election would otherwise be required.
- (2) A caretaker Branch Committee must immediately inform the President of the Association as to the current state of affairs, and any options that may be available.
- (3) A caretaker Branch Committee, with the assistance of the State Council, must either:
 - (a) instigate the election of a new Branch Committee by convening a branch general meeting, or
 - (b) if appropriate, arrange for the branch to be merged with an adjoining branch, or
 - (c) arrange for the Branch Committee to be reorganised as a Group Committee under Part 8, or
 - (d) undertake steps to wind up the affairs of the branch.
- (4) The assets held to the account of any branch that is wound up are to be re-allocated to other Association purposes as determined by the State Council.

Part 10 Miscellaneous

10.1 Financial year

For the purpose of section 55 (1) of the Constitution, the date upon which the financial year of the Association shall end is 30 June.

10.2 Register of members

- (1) In addition to the matters referred to in section 91 of the Constitution, the Register of Members is to record in relation to each member of the Association:
- (a) the member's postal address and any provided email address, and
 - (a) the membership category to which the member is admitted, and
 - (b) the branch or group to which the member is assigned, and
 - (c) if the member belongs to a household membership, whether the member:
 - (i) is the primary member for that membership, being the member who is nominated to receive publications, communications and notices in accordance with section 38 (4) of the Constitution, and
 - (ii) is or is not a voting member.

Note 1: A "voting member" refers to a member who is eligible to vote at general meetings. Under section 38 (3) of the Constitution, no more than two members within a household membership are entitled to vote at general meetings.

Note 2: Only persons over the age of 18 years may be recorded in the register of members as a voting member. Refer to sections 38 (5) and 39 (2) of the Constitution.

10.3 Branch Operating Allowance

- (1) For the purpose of section 51 (3) of the Constitution, the Branch Operating Allowance payable to a branch within a financial year is to be calculated based on the total number of voting members assigned to the branch as at 30 June in the preceding financial year, as follows:

Number of members	Branch operating allowance
Up to 100 voting members	\$8 per voting member
101 - 400 voting members	\$800 plus \$4 for each additional voting member exceeding 100 voting members
More than 400 voting members	\$2,000 plus \$1 for each additional voting member exceeding 400 voting members

- (2) The amount specified in subclause (1) is to be adjusted to reflect inflationary movements since the date of commencement of these By-Laws. The adjustment is to be calculated by reference to the Consumer Price Index (Sydney series), published by the Australian Bureau of Statistics, Cat. 6401.0.
- (3) The Allowance is to be paid as an annual sum each September.
- (4) An equivalent allowance is to be paid to each Group Committee having financial arrangements that are satisfactory to the State Council.

Appendix A ACNC Governance Standards

Reproduced from: *Australian Charities and Not-for-profits Commission Regulation 2013, Division 45*

A1 Governance standard 1—Purposes and not-for-profit nature of a registered entity

Object

- (1) The object of this governance standard is:
- to commit a registered entity, its members and its responsible entities to the registered entity's purposes; and
 - to give the public, including members, donors, employees, volunteers and benefit recipients of the registered entity, confidence that the registered entity is acting to further its purposes.

Standard

- (2) A registered entity must:
- be able to demonstrate, by reference to the governing rules of the entity or by other means, its purposes and its character as a not-for-profit entity; and
 - make information about its purposes available to the public, including members, donors, employees, volunteers and benefit recipients; and
 - comply with its purposes and its character as a not-for-profit entity.

Note: Information in relation to the purposes of a registered entity would be available to the public if it appears on the Australian Charities and Not-for-profits Register or in an Australian law on www.comlaw.gov.au or www.austlii.edu.au, or is otherwise made available on request.

A2 Governance standard 2—Accountability to members

Object

- (1) The object of this governance standard is to ensure the accountability and transparency of a registered entity to its members.

Standard

- (2) A registered entity that has members must take reasonable steps to ensure that:
- the registered entity is accountable to its members; and
 - the registered entity's members have an adequate opportunity to raise concerns about the governance of the registered entity.

Note 1: The steps that a registered entity may take to ensure that it is accountable to its members could include:

- holding annual general meetings; and
- providing members with an annual report (including financial information and achievements towards its purpose); and
- providing for elections for its responsible entities.

Note 2: The steps that a registered entity may take to ensure its members have an adequate opportunity to raise concerns could include:

- holding an annual general meeting with a question and answer session; and
- providing an opportunity for members to propose resolutions and to vote upon those resolutions.

Note 3: When taking the reasonable steps required by governance standard 2, regard must be had to requirements of the governing rules of the registered entity, to the extent that those governing rules include appropriate accountability mechanisms. If those governing rules include appropriate accountability mechanisms, compliance with those rules would demonstrate compliance with governance standard 2.

Note 4: Subdivision 60-C of the Act sets out rules about the preparation of annual financial reports.

A3 Governance standard 3—Compliance with Australian laws

Object

- (1) The object of this governance standard is to give the public (including members, donors, employees, volunteers and benefit recipients of a registered entity) trust and confidence that a registered entity is governed in a way that ensures its on-going operations and the safety of its assets, through compliance with Australian laws (including preventing the misuse of its assets).

Note: Compliance with Australian laws sets a minimum benchmark by which all entities should govern themselves. A failure by a registered entity to comply with an Australian law puts the public (including members, donors, employees, volunteers and benefit recipients of the registered entity) at risk and, therefore, governance standard 3 allows the Commissioner to take a proportionate approach to:

- protect public trust and confidence; and
- protect the assets of the registered entity; and
- ensure that the registered entity continues to operate in a manner that is sustainable and consistent with its purposes.

Standard

- (2) A registered entity must not engage in conduct, or omit to engage in conduct, if the conduct or omission may be dealt with:
- as an indictable offence under an Australian law (even if it may, in some circumstances, be dealt with as a summary offence); or
 - by way of a civil penalty of 60 penalty units or more.

Note 1: See section 4AA of the *Crimes Act 1914* for the current value of a penalty unit.

Note 2: Governance standard 3 does not extend Australian law to overseas jurisdictions. An Australian law may already extend to an overseas jurisdiction by other means.

Note 3: While a registered entity must comply with all Australian laws, a serious infringement of an Australian law covered by governance standard 3 may allow the Commissioner to exercise his or her enforcement powers under Part 4-2 of the Act, following consideration of the matters mentioned in subsection 35-10 (2) of the Act.

A4 Governance standard 4—Suitability of responsible entities

Object

- (1) The object of this governance standard is to maintain, protect and enhance public trust and confidence in the governance and operation of a registered entity.

Standard

- (2) A registered entity must:

- (a) take reasonable steps to ensure that each of its responsible entities meet the conditions mentioned in subsection (3); and
- (b) after taking those steps:
 - (i) be, and remain, satisfied that each responsible entity meets the conditions; or
 - (ii) if it is unable to be, or remain, satisfied that a responsible entity meets the conditions, take reasonable steps to remove that entity.

Note 1: Other Australian laws may require responsible entities to be replaced, if removed, because a registered entity may need to have a minimum number of responsible entities.

Note 2: The reasonable steps required of a registered entity may include:

- (a) obtaining declarations from responsible entities and searching public registers on appointment; and
- (b) obtaining a commitment from a responsible entity that, if its circumstances change, it will advise the registered entity.

- (3) Subject to subsection (5), the conditions for each responsible entity are that:
 - (a) it is not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
 - (b) it is not disqualified by the Commissioner, at any time during the preceding 12 months, from being a responsible entity of a registered entity under subsection (4).

Note: Other Australian laws may place other limitations on who may be the responsible entity of a registered entity, or a particular type of registered entity.

- (4) The Commissioner may disqualify an entity from being eligible to be a responsible entity for the purpose of this governance standard if:
 - (a) the entity has been previously suspended, or removed, under Division 100 of the Act as a responsible entity of a registered entity; and
 - (b) the entity has been given notice of its disqualification by the Commissioner; and
 - (c) the Commissioner reasonably believes that the disqualification is justified having regard to the objects of the Act.

Note 1: The secrecy provisions in Part 7-1 of the Act prohibit ACNC officers (including the Commissioner) from disclosing protected ACNC information unless the disclosure is authorised by the Act. This prohibits the ACNC from disclosing information about ongoing investigations about particular responsible entities that may be subject to compliance with governance standard 4.

Note 2: The effect of a disqualification lasts for no longer than 12 months from the day a notice is issued by the Commissioner (see paragraph (3)(b)).

- (5) Despite subsection (3), the Commissioner may allow an individual to be a responsible entity for a particular registered entity if the Commissioner believes it is reasonable to do so in the circumstances.
- (6) An entity that is dissatisfied with a decision of the Commissioner to disqualify the entity under subsection (4) may object to the decision in the manner set out in Part 7-2 of the Act.

A5 Governance standard 5—Duties of responsible entities

Object

- (1) The object of this governance standard is:
 - (a) to ensure that the responsible entities of a registered entity conduct themselves in the manner that would be necessary if:
 - (i) the relationship between them and the entity were a fiduciary relationship; and
 - (ii) they were obliged to satisfy minimum standards of behaviour consistent with that relationship; and
 - (b) to give the public, including members, donors, employees, volunteers and benefit recipients of a registered entity, confidence that the registered entity:
 - (i) is acting to prevent non-compliance with the duties imposed on responsible entities; and
 - (iii) if non-compliance with the duties imposed on responsible entities occurs—will act to identify and remedy non-compliance with the duties imposed on the entity.

Standard

- (2) A registered entity must take reasonable steps to ensure that its responsible entities are subject to, and comply with, the following duties:
 - (a) to exercise the responsible entity's powers and discharge the responsible entity's duties with the degree of care and diligence that a reasonable individual would exercise if they were a responsible entity of the registered entity;
 - (b) to act in good faith in the registered entity's best interests, and to further the purposes of the registered entity;
 - (c) not to misuse the responsible entity's position;
 - (d) not to misuse information obtained in the performance of the responsible entity's duties as a responsible entity of the registered entity;
 - (e) to disclose perceived or actual material conflicts of interest of the responsible entity;

Note: A perceived or actual material conflict of interest that must be disclosed includes a related party transaction.

- (f) to ensure that the registered entity's financial affairs are managed in a responsible manner;
- (g) not to allow the registered entity to operate while insolvent.

Note 1: Governance standard 5 sets out some of the more significant duties of responsible entities. Other duties are imposed by other Australian laws, including the principles and rules of the common law and equity.

Note 2: Some of the duties imposed by other Australian laws may require a responsible entity to exercise its powers and discharge its duties to a higher standard.

Note 3: For paragraph (f), ensuring that the registered entity's financial affairs are managed in a responsible manner includes putting in place appropriate and tailored financial systems and procedures.

The systems and procedures for a particular registered entity should be developed having regard to the registered entity's size and circumstances and the complexity of its financial affairs.

The systems and procedures may include:

- (a) procedures relating to spending funds (for example, the approval of expenditure or the signing of cheques); and
 - (b) having insurance that is appropriate for the registered entity's requirements.
- (3) For paragraph (2)(e), a perceived or actual material conflict of interest must be disclosed:
- (a) if the responsible entity is a director of the registered entity—to the other directors (if any);
or
 - (b) if the registered entity is a trust, and the responsible entity is a director of a trustee of the registered entity—to the other directors (if any);
or
 - (c) if the registered entity is a company—to the members of the registered entity; or
 - (d) in any other case—unless the Commissioner provides otherwise, to the Commissioner, in the approved form.

Note 1: **Company** is defined in section 205-10 of the Act, to include a body corporate or any unincorporated association or body of persons (but not a partnership).

Note 2: Paragraph (c) applies in situations where paragraph (a) cannot apply, for example, if there is only one director or all the directors have a similar conflict.

Note 3: Part 7-6 of the Act provides for the approval of forms.

Note 4: A responsible entity may disclose a conflict of interest in the form of a standing notice with ongoing effect.

- (4) If the responsible entity's conduct is consistent with Subdivision 45-C, the responsible entity is taken to have complied with the duties mentioned in subsection (2).
- (5) In this section:
insolvent has the meaning given by subsection 95A (2) of the *Corporations Act 2001*.

Appendix B Approved committee charters

[By-Law 8.2]

Recruitment Committee

Charter approved by the State Council on 3 March 2018

1 Status

The Recruitment Committee (“the Committee”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Committee’s functions are:

- (a) to deal with all matters relating to the recruitment of members to positions
- (b) to provide advice and recommendations on recruitment matters to the State Council.

3 Objectives

The principal objectives of the Committee are:

- (a) to promote recruitment of the best candidates to elected and appointed positions, and
- (b) to facilitate merit-based selection of candidates for appointed positions.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) undertaking renewal and succession planning for positions within the Association, including delegates or representatives to external bodies, and
- (b) identifying essential and desirable qualities and competencies for specific positions, and
- (c) achieving appropriate compositional diversity in relation to expertise, experience, age, gender and other factors, and
- (d) searching for, identifying and encouraging suitable candidates, and
- (e) making background inquiries and undertaking interviews where necessary, and
- (f) recommending candidates on the basis of merit, and
- (g) assessing the performance of persons who hold positions, and
- (h) maintaining strict confidentiality and impartiality, and avoiding possible conflicts of interest.

5 Special requirements

Composition

- (1) The Committee is to consist of 3 or 4 persons, being persons having an extensive knowledge of the Association’s affairs and membership.

Meeting procedures

- (2) Only committee members may be in attendance. All meetings must be held in confidence
- (3) A member of the Committee must not be present at any part of a meeting at which their own candidature or performance is discussed, nor receive associated business papers.

Finance Committee

Charter approved by the Executive on 8 February 2018

1 Status

The Finance Committee (“The committee”) is a committee appointed by the Executive.

2 Functions

The Committee’s function is to provide advice and recommendations to the Executive relating to financial management and reporting.

Note: All Executive members are expected to keep abreast of all finance issues, regardless of whether or not they are a member of the Finance Committee.

3 Objectives

The principal objective of the Committee is to promote sound financial management and reporting that meets all prudential, regulatory and ethical requirements.

4 Terms of reference

The specific terms of reference of the Committee include:

Budget and performance

- (a) drafting the annual budget in alignment with the strategic plan,
- (b) monitoring financial performance, reviewing monthly accounts and recommending the endorsement of expenditure,
- (c) preparing annual accounts,
- (d) forecasting financial performance and recommending action where necessary,

Audit

- (e) recommending appointment of the Auditor and reviewing their performance,
- (f) overseeing the audit and discussing results with the Auditor,

Policies and procedures

- (g) reviewing and recommending financial policies, procedures and delegations, and ensuring consistency with accounting, audit and statutory requirements,
- (h) overseeing the prudent investment of funds,
- (i) applying grant funds in accordance with grant conditions,
- (j) appointing cheque signatories to facilitate payment of accounts,
- (k) enhancing the accuracy, transparency and objectivity of financial reports.

5 Special requirements

Composition

- (1) The Treasurer is to be Chair of the Committee ex officio, but if that office remains vacant, the Executive is to appoint another member of the Committee (other than the President) as Chair.

Meeting procedures

- (2) All meetings of the Committee are to be attended by the Chief Executive Officer and Finance Officer, but portions of meetings may be held without those persons being in attendance.

Fundraising Committee

Charter approved by the Executive on 8 February 2018

1 Status

The Fundraising Committee (“the committee”) is a committee appointed by the Executive.

2 Functions

The Committee’s functions are to provide advice and recommendations to the Executive relating to:

- (a) the raising of funds required to execute the business plan, and
- (b) reporting on funding performance.

3 Objectives

The principal objective of the Committee is to develop and monitor implementation of a fundraising and marketing plan for the Association in accordance with regulatory and ethical requirements.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) developing a marketing strategy, including to raise the Association’s profile and image, and
- (b) raising funds (including by way of grants, membership fees, donations, bequests, sponsorship, advertising, merchandise, raffles, events, etc.) to support the implementation of the business plan, and
- (c) making recommendations for implementing the strategy in accordance with business plan priorities, and
- (d) identifying and recommending suitable individuals to promote fundraising, including donor prospects, and
- (e) reporting to the Executive on progress and performance in the implementation of fundraising plans.

5 Special requirements

Composition

- (1) The Treasurer is to be a member of the Committee.

Meeting procedures

- (2) All meetings of the Committee are to be attended by the Chief Executive Officer, Finance Officer, Office Manager and Communications Officer.

Landscape Conservation Forum

Charter approved by the State Council on 3 March 2018

1 Status

The Landscape Conservation Forum (“the Forum”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Forum’s functions are:

- (a) to provide specialist advice and recommendations to the State Council and the Executive relating to landscape conservation, and
- (b) to make related submissions and representations on behalf of the Association.

3 Objectives

The principal objective of the Forum is to identify, promote and advocate for the establishment of the full range of natural and cultural heritage protected areas, being areas that align with International Union for Conservation of Nature (IUCN) categories, relevant international treaties and community norms and expectations.

4 Terms of reference

The specific terms of reference of the Forum include:

- (a) engaging with branches, the State Council, Executive, staff and local and regional conservation groups to identify potential protected areas and promote community support for their establishment, and
- (b) reviewing, supporting and advocating improvements to national park establishment plans prepared by the NSW Government, and
- (c) promoting a comprehensive, adequate, representative and resilient system of protected areas that reflects the diversity and connectivity of landscapes within NSW and adjoining areas, and
- (d) identifying and promoting all forms of natural and cultural protected areas, landscapes and areas of scientific interest, and
- (e) promoting and advocating the transfer of suitable areas of public land for management by the NSW National Parks and Wildlife Service, and
- (f) supporting proposals for additions to the national parks estate initiated by parliamentary representatives, local councils or other community organisations, and
- (g) developing a contemporary model for protected area legislation and planning instruments that encompasses environments, sites, places and landscapes of universal, national, State and regional significance, and
- (h) developing and communicating policies for reserve establishment and landscape conservation for public, private and indigenous protected areas, and
- (i) monitoring and reporting on the extent of land protected by reservation, or loss of protection by revocation of reserves.

5 Special requirements

None

Park Management Committee

Charter approved by the State Council on 3 March 2018

1 Status

The Park Management Committee (“the Committee”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Committee’s functions are:

- (a) to provide specialist advice and recommendations to the State Council and the Executive relating to the management of protected areas, and
- (b) to make related submissions and representations on behalf of the Association.

3 Objectives

The principal objective of the Committee is to promote the protection of the natural environment and associated cultural values through appropriate use and management of the protected area network, including national parks and other reserve categories.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) promoting appropriate management practices relating to recreational activities, tourism, bushfire, invasive species or other matters, and
- (b) reviewing plans of management for protected areas and nearby land, and
- (c) reviewing relevant legislation and planning instruments that apply to the protected area network, and
- (d) undertaking regular consultation with NPWS and other relevant agencies.

5 Special requirements

None

Field Activities Committee

Charter approved by the State Council on 3 March 2018

1 Status

The Field Activities Committee (“the Committee”) is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The Committee’s functions are:

- (a) to coordinate the Association’s field activities, and,
- (b) to provide related specialist advice and recommendations to the State Council and the Executive.

3 Objectives

The principal objective of the Committee is to promote active involvement by members in the Association’s field activities, including bushwalking, camping, nature study, field surveys, training programs, and all other nature-based recreational, social or educational activities.

4 Terms of reference

The specific terms of reference of the Committee include:

- (a) planning and managing field activities in cooperation with Branch Committees, Group Committees and external bodies, and
- (b) developing policies and programs relating to training, leadership, safety, access, minimal impact, and other relevant issues, and
- (c) broadening involvement and participation in field activities, and
- (d) integrating field activities with current conservation campaigns and programs, and
- (d) liaising with relevant organisations such as bushwalking clubs and field naturalist societies.

5 Special requirements

Composition

- (1) All meetings of the Committee are to be attended by the Activities Coordinator.

Group Committees

Charter approved by the State Council on 3 March 2018

1 Status

Each Group Committee is a committee appointed by the State Council under section 18 (1) of the Constitution.

2 Functions

The functions of each Group Committee are:

- (a) to conduct the Association's affairs in relation to a nominated region or issue, and
- (b) to provide advice and recommendations to the State Council.

3 Objectives

The principal objectives of each Group Committee are:

- (a) to promote nature conservation, and
- (b) to encourage active member participation, and
- (c) to provide social, educational and recreational opportunities, and
- (d) to promote the Association's public profile,

in relation to the nominated region or issue.

4 Terms of reference

The specific terms of reference of each Group Committee include:

- (a) pursuing regional, local or issue-based conservation projects, including action to support State-wide campaigns,
- (b) monitoring Association affairs relating to the nominated region or issue,
- (c) making submissions and representations, especially to local members of Parliament, regional or special purpose agencies and local councils,
- (d) coordinating bushwalking, nature study, field survey, educational and other nature-oriented activities relating to the nominated region or issue,
- (e) recruiting new members within the nominated region or issue,
- (f) regularly communicating with local members and community groups,
- (g) collaborating with regional and issue-based conservation networks,
- (h) generating publicity via local or other media channels,
- (i) providing a delegate to the State Council, thereby participating in the Association's strategic direction and decision-making.

5 Special requirements

Composition

- (1) A Group Committee must appoint a Treasurer in order to be eligible to receive an operating allowance under By-Law 10.3.

Meeting procedures

- (2) At least 2 meetings must be held between each annual general meeting.

Financial management and assets

- (3) A Group Committee that receives an operating allowance must ensure that:
 - (a) all receipts and payments are duly accounted for, and that annual and quarterly financial returns are promptly lodged with the Association's office, and

- (b) any assets of the Association held to the account of the group are maintained in good order and used for Association purposes.
- (4) Cheques and withdrawals from any bank account must be signed by two authorised signatories.

Appendix C Amendment history

This edition is a compilation of the *National Parks Association of NSW By-Laws 2018* as in force at 20 March 2018, and incorporates all amendments made up to that date. It includes notes (shown in blue type) and Appendices that are provided for convenience, but which do not form part of the By-Laws.

Approved by the State Council 3 March 2018.

Commenced at the conclusion of the State Council meeting held on 3 March 2018.

As amended by:

Amendment No. and date	Provision affected	How affected
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(There are currently no amendments)