

Frequently Asked Questions - The Wilderness Society Ltd Constitution

Why does The Wilderness Society Ltd have a Constitution?

- As a registered charity, The Wilderness Society Ltd must have a governing document that sets out its charitable purpose, that it operates as a not-for-profit, and how its governing body (such as its committee or board) makes decisions and consults any Members. A governing document may have different names depending on the legal structure of a charity. For The Wilderness Society Ltd, as a Company Ltd by Guarantee, the governing document is referred to as a Constitution.

What is in the Constitution?

The rules of The Wilderness Society describe its basic structure and processes including:

- Definitions used in the Constitution
- Objects and Powers
- Rights of Members
- General Meetings - Convening, Notice, Quorum, Conduct, Decisions
- Annual Members' Forum
- Board of Directors - Numbers, Term, Eligibility and Powers/Duties
- Administration - Secretary, Minutes, Notices, Insurance and Winding up

What are the benefits of a Constitution?

- Setting out the roles and responsibilities of Directors and the rights and obligations of Members creates a clear contract between the organisation and its Members, allowing for more clarity in the organisation's governance.

As a Member, how do I interpret the Constitution?

- In section 4, Definitions and Interpretation, there is an A-Z listing of terminology and descriptors. It is a very useful outline which demystifies the legal jargon and ensures that there is a common understanding of the language used in the Constitution.

How does The Wilderness Society make amendments to its Constitution?

- To adopt a new Constitution, we must pass a special resolution at a general meeting. At least 75% of the Members voting must vote in favour of the resolution for it to pass.

What are the proposed changes via special resolution at the 2024 Annual General Meeting?

Background,

- The Wilderness Society is a charity which has operated a 'Public Fund' endorsed as a Deductible Gift Recipient. Operating the Public Fund has meant that supporters who donate to the organisation can claim their donations as a tax deduction.
- Until recently, the Register of Environmental Organisations (REO) regulated the administration of the 'Public Fund'.
- Rule 60 of the Constitution reflects these requirements.

The proposed changes,

- As of the 1st of January 2024, the regulator for the fund changed from the REO to the Australian Taxation Office which means that the Wilderness Society Ltd, as an organisation, not the 'Public Fund', is endorsed as the deductible gift recipient,

- The recommended changes in the Constitution include changes to
 - the definitions in Rule 4, as a 'Public Fund' is no longer required
 - the objects in Rule 7, as the operation of a 'Public Fund' is no longer required
 - the number of Members in Rule 10.f) has been deleted as this no longer applies
 - remove 'Public Fund' requirements in Rule 60, and the addition of simpler Gift Fund requirements.

Are there any further Constitutional changes planned?

- Yes, there are more changes proposed which require consideration and consultation which may be brought to the 2025 Annual General Meeting for Member decision.