BACKGROUND

The Wilderness Society is a federation of largely state-based entities (except in NSW) and a company limited by guarantee called TWS Ltd.

NSW was previously represented by two TWS organisations: TWS Newcastle (covering Newcastle, the Hunter and the northern part of NSW) and TWS Sydney.

In recent years, TWS Sydney has ceased to operate and is in the final stages of being wound up.

For some years now, there have been discussions about TWS Newcastle expanding its coverage to service NSW and the ACT. This would make it consistent with the coverage of the other TWS entities/ campaign centres and, by including the ACT, the area would match the defined geographic region in the TWS Ltd constitution.

Three years ago, with agreement across the TWS federation, TWS Newcastle employed the NSW Campaigns Manager. In recent months, TWS Newcastle employed the NSW Community Organiser.

The Board of the TWS Newcastle is proposing a special resolution to update our Constitution:

- To change the name of the Association to The Wilderness Society (NSW & ACT) Inc
- To change the coverage of the Association from Newcastle and the Northern part of NSW to the whole of NSW and the ACT
- To increase the number of potential Board members from 8 to 10
- To comply with recent legislation changes
- To reference the current names of legislation, regulations and TWS Ltd (rather than TWS Inc)
- To reflect current practice, especially with respect to electronic communication

PROPOSED SPECIAL RESOLUTION

It is intended that the following resolution be proposed as a special resolution.

That this Special General Meeting agree to the following:

1. That the name of the Association be changed from “The Wilderness Society Newcastle Incorporated” to “The Wilderness Society (NSW & ACT) Inc”

2. That the following changes by made to the Constitution:

2.1. Format changes throughout to fix sub-numbering under each Clause heading

2.2. Changes to Clause 1.1

1. Definitions
(1) In these rules:
(a) the Act means the Associations Incorporation Act 2009 (NSW).
(b) the Regulation means the Associations Incorporation Regulation 2016 (NSW).

(c) Leave as is
(d) the Association means “The Wilderness Society (NSW & ACT) Incorporated”
(e) the Committee means the Board of “The Wilderness Society (NSW & ACT) Incorporated”
(f) TWS Ltd means the Company Limited by Guarantee “The Wilderness Society Ltd”
(g) delete

2.3. Change to Clause 1.5

(5) The Association shall be located in Newcastle, NSW and such other places as shall be approved by a General Meeting of members. The office of the Association shall be at 61/63 Parry St, Newcastle West NSW 2302, or at such other place as a meeting of the Board may, from time to time, determine.

2.4. Change to Clause 4.1

4. Membership qualifications
(1) The members of the Association shall be any person who:
(a) supports the objective of the Association; and
(b) is a member of TWS Ltd; and
(c) is a resident in the state of New South Wales or the Australian Capital Territory, or have made an application in writing, or by telephone or other means of communication, to be a member of the Association while not living in the state of New South Wales or the Australian Capital Territory; and
(d) meets the criteria for eligibility for membership (if any) under any relevant by-laws of the Association; and
(e) who makes application in writing, by telephone or other means of communication to join the Association.

2.5. Change to Clause 6.2

6. Register of members
(2) With the approval of the Board, the Public Officer may delegate the establishment and maintenance of the register of members of the Association to TWS Ltd.

2.6. Change to Clause 10.1

10. Resolution of Internal Disputes
(1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, in the first instance are to be referred to TWS Ltd for mediation.

2.7. Change heading to Clause 12

12. Board constitution and membership

2.8. Change number of Board members in Clause 12 (1)

(a) the office-bearers of the Association, and
(b) 7 ordinary members, or some other number as may be decided by the Board

2.9. Change heading to Clause 18

18. Removal of Board member

2.10. Five additional sub-clauses to Clause 19 to reflect current practice and taken from the Model Constitution

19. Meetings and Quorum
(8) The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.
(9) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the Board.
(10) The Board may transact its business at a meeting at which 1 or more Board members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
(11) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Board for the purposes of:
(a) the approval of a resolution under subclause (9), or
(b) a meeting held in accordance with subclause (10).
(12) A resolution approved under subclause (9) must be recorded in the minutes of the meetings of the Board.

2.11. Change to Clause 22.1

22. Membership of The Wilderness Society Ltd
(1) The Association must not resign as a member of TWS Ltd without approval of General Meeting of members of the Association where notice of the intention to resign membership of TWS Ltd is provided with the notice calling the meeting.

2.12. Change to Clause 23.3

22. Annual General Meeting – holding of
(3) delete subclause

2.13. Change to Clause 24.2d with updated legislation reference

22. Annual General Meeting – calling of and business at
(d) to receive and consider the statement which is required to be submitted to members under Part 5 of the Act.

2.14. Additional Clause 28 from the Model Constitution

28. Postal, electronic or combined ballots
(1) The Association may hold a postal, electronic or combined ballot, as determined by the Board, to decide any matter other than an appeal under clause 10.
(2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

2.15. Change to Clause 34.2, addition of Clause 34.3 from Model Constitution

33. Custody of books
(2) With the approval of the Board, the Public Officer may delegate the custody of records, books and other documents relating to the Association to TWS Ltd.
(3) Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales.

2.16. Addition of Clause 36.1(d) and 36.1(e) and 36.2(d) and 36.2(e) from TWS Ltd Constitution reflecting current practices

36. Service of notices
(1) For the purpose of these rules, a notice may be served on or given to a person:
(d) where applicable, by making a copy of it accessible electronically on a website of, or related to, TWS and advising the Member of its availability via the electronic contact address; or
(e) by publishing it in a regular newsletter publication of TWS to Members which publication may be printed or where applicable, be electronic or internet based provided the Member is advised of its availability via the electronic contact address.
(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
(d) Where TWS gives a notice under Clause 36.1(d) service of the notice is to be taken to be effected on the business day after the Member is advised of its availability.
(e) When TWS gives notice under Clause 36.1(e) service of the notice is to be taken to be effected on the earlier of the business day after the day on which the newsletter was distributed to the Member or on the business day after the Member was advised of its availability for an internet-based publication.

2.17. Additional Clause 37 modified from the Model Constitution

37. Financial Year
The Association's financial year is each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.