The Wilderness Society Ltd

Amendment of constitution
For inclusion in the 2024 AGM Notice of Meeting

Special resolution to amend the constitution

1. **Amend the constitution**: to consider and, if thought fit, to pass the following resolution as a special resolution:
   'That the constitution of *The Wilderness Society Ltd* be amended as detailed in Attachment A with the change to apply from the conclusion of this 2024 AGM.

Explanatory Notes

Attachment A gives a brief explanation regarding each change and Attachment B has an explanation of the key purpose or reason for the various amendments.

To assist the reading of the changes in the constitution Attachment C is a copy of the constitution with the changes marked in it.

Attachment A

Specific amendments to the constitution of *The Wilderness Society Ltd*

Amendments are listed in rule order through the document.

Rule 4.a) – as the definition for 'Public Fund' is no longer needed delete;
'**Public Fund** means the fund operated in accordance with **rule 60**.'

Rule 7.b)7) at the end after the ';' add;
' and'

Rule 7.b)8) the additional Object is no longer required so delete;
'operate a Public Fund called *The Wilderness Fund*, that will accept donations of money or property for the environmental objectives of TWS in compliance with subdivision 30 E of the Tax Act; and'.

Rule 7.b)9) in the numbering system becomes;
'7.b)8)'

Rule 10.f) as the regulatory requirement imposed on Registered Environmental Organisations for a minimum number has been withdrawn delete;
' but the number of individuals who are Members in accordance with **rule10.a)** must be at least 50'.

Rule 60 heading - with the change to the regulatory requirements regarding the name of funds delete;
'**Public**' and insert '***Gift*'.**

Rule 60.a) to o) to align with the changed requirements for Registered Environmental Organisations delete:
All of subrules a), b), c), d), e), f), g), h), i), j), k), l), m), n) and o) and insert new sub rules a) and b) as follows:

'a) If TWS is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and TWS maintains accounts or a gift fund pursuant to such endorsement or authorisation, TWS must operate any such account or gift fund in accordance with any applicable regulatory requirements and on the earlier of the winding up of such accounts or gift fund or of TWS having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that:

1) has objects which are similar to the Objects;
2) has a constitution that requires its income and property to be applied to promoting its objects;

3) has a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on TWS by **rule 9.b)**; and
4) satisfies relevant specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.

‘b) The identity of the institution or body corporate under **rule 60.a)** is to be determined by the Members and failing such determination being made, by the Directors.’

Rule 62 to facilitate changes with the bank after rule 62.l) add a new rule 62.m):

‘m) With regard to the cessation of the Public Fund, *The Wilderness Fund Committee* shall continue to function to the extent necessary until it has authorised to any relevant bank that the details of and signatories to any bank account/s previously operated by *The Wilderness Fund Committee* for the purposes of the public fund are, from the date of that advice, to be operated as determined by the Board and *The Wilderness Fund Committee* shall then, on the endorsement of the Board, cease to function. Once that authority has been transferred and *The Wilderness Fund Committee* ceases, this provision will no longer have consequence at which stage the provision may be deleted and replaced with the words ‘This was a transitional requirement that, having ceased to have function, was deleted on (date).’.’

Attachment B

Additional consequential changes
The following are consequential changes to the document that are not amendments to the constitution and are to be applied if the special resolution is adopted by Members:

Cover sheet: add at the bottom of the page the words: Constitution amended (date AGM concludes)

Table of Contents:

60 change 'Public' to 'Gift'
amend page numbers for any consequent changes

Footer: change date from '29 Nov 2023' to (date AGM concludes).

Explanatory Notes

The proposed changes arise from the change to the regulatory requirements for Registered Environmental Organisation like TWS whereby approval of REOs has been transferred to the ATO and the administrative burden on REOs has been reduced to ACNC requirements. As a result, the need for a stand-alone Public Fund separately administered has been removed. Additionally, responsibility for meeting any regulatory obligations arising from the Deductible Gift Recipient status held by TWS has been transferred to, and now clearly resting with, the Board.

The purpose of the proposed amendments is to implement that formal simplification for TWS. Without the constitutional simplification, the old added administrative requirements must continue, even though not required by law.