

**CONSTITUTION OF
AUSTRALIAN CONSERVATION FOUNDATION INCORPORATED
ABN 22 007 498 482
(Amended on 26 June 2015)**

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PART I OBJECTS AND POWERS

1. Name of the Association

The name of the association is the "Australian Conservation Foundation Incorporated" (hereinafter called "the Foundation").

2. Objects of the Foundation

The objects of the Foundation are:

- (a) to make every effort to achieve ecological sustainability for the planet Earth by:
 - (i) doing all things designed to protect the natural environment both in Australia and elsewhere;
 - (ii) seeking the protection and conservation of the Earth and its biosphere and ensuring that, if they are used by humans, it is with wisdom and foresight so that the competing demands upon them are resolved in ways that best protect and preserve them;
 - (iii) fostering the protection of the full natural range of all species, and of genetic and environmental diversity, and protecting remaining populations of natural species;
 - (iv) promoting the stabilization of human population numbers and resource use;
 - (v) ensuring that economic, social and urban planning is founded upon the principles of environmental protection and conservation; and,
 - (vi) fostering management of the planet's resources in a manner that maximizes options for present and future generations;
- (b) to act as a clearing house for the collection, evaluation, dissemination and interchange of information and bibliographical and other material relating to conservation;
- (c) to co-operate with, or promote co-operation by any means among persons, trusts, corporations, firms, associations, institutions, governments, instrumentalities of government, municipal authorities, and other bodies in Australia or elsewhere concerned with or interested in conservation;
- (d) generally, to take such action as it considers necessary or appropriate in the interests of promoting conservation;
- (e) to provide any kind of financial and other assistance to or in respect of specific conservation projects or undertakings, including research and the establishment and management of national and other parks, reserves and sanctuaries;
- (f) to give, grant and make available money, facilities, apparatus, equipment and other resources to any person, trust, corporation, firm, association, institution, government, instrumentality of government, municipal authority or other body for the purpose of carrying out any object of the Foundation;
- (g) to offer, provide, sponsor or contribute towards any lecture, scholarship, prize or other award for any research, study, literary contribution or other effort, in connection with any object of the Foundation;
- (h) in furtherance of the objects, to produce or to encourage by any means production of, and to make available, whether by sale or otherwise, things and materials including books, monographs, periodicals, pamphlets, lectures, radio and television programmes, and films; and
- (i) to make every effort to ensure that in all its dealings there will be no discrimination on grounds of race, gender or religion.

3. Contractual Powers of the Foundation

3.1 The Foundation may exercise all such powers and do all such things conducive or incidental to the attainment of the objects of the Foundation.

3.2 Notwithstanding the generality of Rule 3.1, the Foundation may:

- (a) purchase, acquire or receive any real or personal property, and sell, transfer, demise or otherwise deal with any real or personal property of the Foundation;
- (b) collect funds and solicit, receive, enlist and accept subscriptions, donations, bequests or other financial or other aid from any person, trust, corporation, firm,

association, institution, government, instrumentality of government, municipal authority or other body;

- (c) raise or borrow money or secure the repayment of money raised or borrowed, or the payment of any debt of liability of the Foundation by any lawful means, including mortgage charge or debenture upon or over all or any of the property of the Foundation;
- (d) undertake or execute any trusts it considers necessary or desirable or accept any gift, endowment, bequest or devise made to the Foundation generally or for the purpose of any specific object or carry out any trust attached to any gift, endowment, bequest or devise; and
- (e) draw, make, accept, endorse, discount, execute or issue promissory notes, bills of exchange, warrants or other negotiable instruments.

4. Payments to Members

- 4.1 In this rule only, the expression "member" also includes a benefactor member, a national sponsor member and an associate member.
- 4.2 The Foundation is not formed or carried on for the purpose of trading or securing pecuniary benefits to any member, and the property and income of the Foundation shall be applied solely towards the promotion of the objects of the Foundation and no part of the property or income of the Foundation shall be applied for the pecuniary benefit of any member.
- 4.3 Nothing herein contained shall prevent the payment in good faith to any member in return for any services actually rendered to the Foundation as a consultant, adviser or person employed by the Foundation or for goods supplied in the ordinary course of business, including goods supplied at a discount to members. However, no remuneration or other benefit in money or money's worth shall be paid or given by the Foundation to any member in respect of anything done in that member's capacity as a member except repayment of out-of-pocket expenses, interest for money lent to the Foundation at a rate not exceeding the rate for the time being charged by Australian banks for comparable loans or reasonable and proper rent for premises rented to the Foundation by the member.

5. Meaning of Certain Words

In these rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1991* (ACT), as in force from time to time, or any subsequent legislation enacted to replace such statute in the Australian Capital Territory, and including any regulations adopted pursuant to such legislation.

"Australia" means the Australian States, the Australian Capital Territory, the Northern Territory and all other Territories under the control of the Commonwealth of Australia.

"Ballot Paper" means a physical copy or an electronic version of the document used to conduct an election ballot.

"Board" means the Board of the Foundation referred to in Rule 20.

"Branch" means any body established pursuant to Rule 31.

"Campaign Group" means any body established pursuant to Rule 32.

"Council" means the Council of the Foundation referred to in Rule 6 of this Constitution.

"councillor" means a member of the Council and includes:

- (a) A councillor elected under Rule 7.1
- (b) A councillor appointed under Rule 7.1 or Rule 13
- (c) A councillor co-opted under Rule 7.6
- (d) The President elected by the Council under Rule 10.2.

"electorate" means the geographic areas specified in Rule 7.2 from which councillors are elected.

"employee" means a person who is employed in a paid capacity by the Foundation on a regular basis for not less than two days per week.

"Executive Director" means the Executive Director of the Foundation appointed by the Board, or any equivalent designation, including Chief Executive Officer.

"member" means a member of the Foundation and includes an ordinary member, a member household, a representative of a member body or of a corporation or organization that has

been admitted to life membership, a life member and an honorary life member but, except for the purposes of Rule 4, excludes benefactor members (Rule 41) national sponsor members (Rule 41) and associate members (Rule 42).

“**Secretary**” means the Secretary of the Foundation appointed by the Council.

“**State Forum**” means any appropriate body established pursuant to Rule 30.

“**Territory Forum**” means any appropriate body established pursuant to Rule 30.

PART II THE COUNCIL

6. Role

The Council is a democratic body, representative of the members, a majority of whom are elected by the members, with responsibilities to appoint the Board and otherwise as set out in this Constitution.

7. Composition of Council and Eligibility

7.1 Councillors are to be elected in each electorate in the numbers set out in Rule 7.2, by members ordinarily resident in that electorate. If fewer than the prescribed number of councillors are elected in any electorate the Council may appoint additional councillors up to the number specified.

7.2 The electorates and the number of councillors prescribed to be elected or appointed for them shall be:

- (a) 3 members for the State of New South Wales;
- (b) 3 members for the State of Queensland;
- (c) 3 members for the State of South Australia;
- (d) 3 members for the State of Tasmania;
- (e) 3 members for the State of Victoria;
- (f) 3 members for the State of Western Australia;
- (g) 1 members for the Australian Capital Territory;
- (h) 2 members for the Northern Territory and other areas in Australia and elsewhere not within the States of Australia and the Australian Capital Territory.

7.3 The President will become a councillor upon election as President, if he/she is not already a councillor, in addition to the councillors elected, co-opted or appointed under Rules 7.1, 7.6 or 13.

7.4 To be eligible for election or appointment as a councillor, a person must:

- (a) be an ordinary member, member of a member household, life member or honorary life member of the Foundation, whose membership dues (if applicable) have been paid when due;
- (b) be ordinarily resident in the electorate for which such person is nominating to be elected or appointed (except for the President); and
- (c) not be an employee of the Foundation.

7.5 In the event that, after serving for 12 months, an elected Councillor ceases to be ordinarily resident in the electorate for which they have been elected or appointed, they must inform the President promptly. The President will inform Council who, at its next meeting, shall then determine whether it wishes the Councillor to continue to serve for the remainder of their term. In making its decision, Council will need to determine whether the Councillor is able and willing to continue to represent the interests and concerns of the electorate for which they were elected. Until such decision, the Councillor will continue to be a member of the Council.

7.6 The Council may at any time appoint up to 4 co-opted Council members, to be chosen with the aim of ensuring that the Council has appropriate regional and sectoral representation, diversity, mix of skills and experience to perform its role. Such co-opted Councillors must be members of the Foundation.

8. Method of Voting

- 8.1 The Quota-Preferential Method of Proportional Representation described in Schedule 1 shall be the method of voting employed when filling vacancies for the following positions, noting that in the case of single vacancies a preferential voting system is involved:
- (a) State and Territory councillors, as a group within each electorate (Rule 7);
 - (b) President, as a single vacancy (Rule 7.3);
 - (c) Vice-Presidents, each as a single vacancy to be filled one after the other (Rule 10.1); and
 - (d) four councillors (other than the President and Vice-Presidents) elected to the Board, as a group (Rule 10.1).
- 8.2 Ballot Papers, Returning Officer's Tally Sheets and Cover Sheets must conform to the specimens in Schedule 1.

9. Election of Council

- 9.1 A nomination by a candidate for election as a councillor pursuant to Rule 7, whether that candidate has previously been elected or not, shall be proposed by one member and seconded by one other member and accompanied by true statements in writing signed by the candidate of:
- (a) the number of previous occasions of election as a councillor; and
 - (b) the candidate's agreement to the circulation to members of a declaration containing such matters concerning the candidate as the Council may have already specified by resolution.
- These declarations shall be circulated with ballot papers and a statement by the candidate in support of the candidature to all members of the Foundation.
- 9.2 The election of the elected members of the Council must be by a postal ballot of the members or by a ballot of the members using any technology that allows members to vote by clear and secure means, such method to be determined by the Board, conducted in every third calendar year. The opening of the ballot must be not more than 90 days nor less than 28 days before the Annual General Meeting of the Foundation.
- 9.3 The Council shall cause the result of an election held pursuant to this Constitution to be declared and notify members of the names of the candidates elected and the number of first preference votes and final total votes for each candidate whether elected or not, not less than fourteen days before the date of the next annual general meeting following the election.
- 9.4 If there are insufficient Councillors elected to be able to constitute the quorum specified in Rule 17, a ballot for the election of a new Council must be held within 90 days.
- 9.5 Subject to this Constitution, the Board may make regulations dealing with all matters or things which in its opinion are necessary or expedient to be dealt with in connection with the conduct of a ballot pursuant to this rule, including the nomination of candidates, the counting of votes, the declaration and notification of the results of an election and the names of the candidates elected, the method of determining which candidate or candidates shall be elected in the event of an equal number of votes being received by two or more candidates, and any questions arising as to the electorate in which a member is ordinarily resident.
- 9.6 The election of a councillor shall not be affected by reason of:
- (a) a member having voted in an electorate who was not a member ordinarily resident in that electorate;
 - (b) the accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any member entitled to receive a ballot paper; or
 - (c) the number of candidates for election in any electorate being less than the number specified in Rule 7 of these rules.

10. Election of President, Vice-Presidents and Board

- 10.1 The Council must at its first meeting following the election of Councillors elect from the Councillors, two Vice-Presidents (at least one not from Victoria) and four additional members of

the Board. Only Councillors who have served on the Council for 12 months may be elected under this Rule, unless insufficient Councillors with more than 12 months service are willing to serve on the Board, in which case this requirement shall be waived in relation to the election of the additional Board members required. The Council may further specify particular roles or responsibilities for each Vice President.

- 10.2 At the second meeting in the second year following an election of elected Councillors, the Council must elect a President from the Councillors, or the ordinary members, or the life members of the Foundation.
- 10.3 The President and Vice-Presidents elected by the Council are also respectively the President and Vice-Presidents of the Foundation.
- 10.4 In the event of a vacancy occurring in the office of President or a Vice-President, the Council may elect pursuant to Rules 10.1 and 10.2 a replacement for the remainder of the predecessor's term. Pending election of a replacement President, a Vice President shall serve as Acting President, with all of the powers and duties of the President. The Vice President to fulfil this role shall be
 - (a) the Vice President so designated by the President prior to the vacancy occurring; or
 - (b) if no such designation occurred, the Vice President selected by consensus of the two Vice Presidents; or
 - (c) in the absence of consensus, the Vice President designated by resolution of the Board.

11. Terms of Councillors, President and Vice Presidents

- 11.1 The term of councillors elected under Rule 7.1 shall be three years, commencing upon their election or appointment and ceasing at the next election of council, unless that term has been shortened pursuant to Rule 13.1, in which case that shortened term, whatever the duration, will be deemed a "term".
- 11.2 The term of councillors appointed under Rules 7.6 or 13 shall be the time between their appointment and the next election of Council under Rule 7.1.
- 11.3 The term of the President shall commence upon their election and cease upon the election of their successor, but in any event shall not be more than three years.

12. Re-election of Councillors, President and Vice Presidents

Each councillor (including the President and Vice President) shall upon the expiration of their term be eligible for further election, appointment or co-option, provided that a councillor shall retire after three consecutive terms and shall not serve again in any of those capacities for three years.

Where the initial term of a councillor appointed by the Council pursuant to Rule 7.1, 7.6 or 13.2 is less than eighteen months, that term shall be disregarded in determining the number of consecutive terms served by the Councillor for the purposes of Rule 12 to the intent that the duration of the consecutive terms served by such councillor shall not exceed 10 years and six months.

13. Casual Vacancy in Council

- 13.1 The place of a councillor shall be vacated if that councillor -
 - (a) dies;
 - (b) declines to act;
 - (c) resigns;
 - (d) ceases to fulfil the eligibility requirements set out in Rule 7.4; or
 - (e) has failed to attend two consecutive Council meetings without the approval of Council following which the Council has resolved that that councillor's place on the Council shall be declared vacant.
- 13.2 If a casual vacancy occurs by virtue of Rule 13.1 for an elected councillor, the Council may appoint a replacement councillor for the relevant electorate, subject to the eligibility

requirements set out in Rule 7.4, and in accordance with any relevant regulation. Subject to this Constitution, the councillor so appointed shall hold that place until the conduct of the next election of Councillors under Rule 9.

- 13.3 Notwithstanding anything contained in this Rule 13, a councillor occupying the office of President or a Vice-President may resign from office without ceasing to be a councillor and that councillor may, subject to this Constitution, remain a councillor until the expiration of the term for which that councillor was elected, appointed or co-opted. If the President was not a councillor at the time of his or her election, he or she shall cease to be a councillor upon resigning the office of President.

14. Meetings of Council

- 14.1 The first meeting of the Council following the election of the councillors must be held to coincide with the date of the Annual General Meeting. There shall be at least two meetings of the Council in each calendar year. One Council meeting each calendar year shall be held on the same day as the Annual General Meeting.
- 14.2 The President, or a Vice-President with the authority of the President, shall convene meetings of the Council, in addition to the two meetings, upon receipt of a written request from the Board or a majority of councillors.
- 14.3 If the President is unable or unavailable to convene a meeting of the Council pursuant to Rule 14.2 and has not authorized a Vice-President to do so, the councillor appointed as chairperson of the Board is for the purpose of this sub-rule deemed to have the authority of the President to so convene a meeting of the Council.
- 14.4 The President of the outgoing Council or a Vice-President of the outgoing Council with the authority of the President shall convene the first meeting of the Council following an election of councillors.
- 14.5 If the President of the outgoing Council is unable or unavailable to convene the first meeting of the incoming Council pursuant to Rule 14.1 and has not authorized a Vice-President of the outgoing Council to do so, the councillor appointed as chairperson of the Board of the outgoing Council shall for the purpose of this sub-rule be deemed to have the authority of the President.
- 14.6 The Secretary shall cause notice of the time and place of each meeting of the Council to be posted or communicated in writing by other means to councillors at least twenty days before the date proposed for the meeting.

15. Chairperson of Council

- 15.1 The Council shall, at the first meeting of the Council following an election of councillors, elect one of its members to be chairperson of the meeting until it elects a President.
- 15.2 Subject to Rule 15 the President must preside at all meetings of the Council when present. In the absence of the President any Vice-President may preside. In the absence of all Vice-Presidents or in the case of any disagreement as to which Vice-President may preside, the Council may elect any councillor to be chairperson.

16. Resolution of Matters by Council

- 16.1 The Council can only resolve matters by a majority of members actually voting.
- 16.2 Voting by proxy is permitted at meetings of the Council only where the holder of the proxy is a councillor and such votes must comply with regulations established for the purpose of regulating proxy votes in force from time to time.
- 16.3 Notwithstanding anything contained in this rule, the Council may decide that any question or matter can be resolved by vote of councillors by post or by any other means.
- 16.4 The Council may establish procedures dealing with all matters or things that in its opinion are necessary or expedient to be dealt with in connection with the holding of a vote by post or other means.

- 16.5 In the absence of procedures made by the Council, a vote by post or other means under the provisions of this Rule 16 shall be held in the manner determined by the Board.
- 16.6 The chairperson at a meeting of the Council may exercise a deliberative vote only and in the event of an equality of votes the question shall be resolved in the negative.
- 16.7 Where a vote of the Council is held by post or other means the President may exercise a deliberative vote only and in the event of an equality of votes the question shall be resolved in the negative.

17. Quorum of Council

50% of councillors, rounded up as appropriate, shall constitute a quorum at a meeting of the Council.

18. Powers of Council

- 18.1 The role of the Council shall be to select the Board, to initiate, develop and propose long-term strategy and environmental policy, to liaise with and represent members, and to assist the Foundation in achieving its objects.
- 18.2 The Council shall appoint a Secretary to the Foundation and may appoint the Executive Director to this position. The Secretary shall have the powers and duties set out in the Act and this Constitution, and otherwise as determined by the Board.
- 18.3 For purposes of fulfilling its role as set out in Rule 18.1, the Council shall have the duty and power to:
- (a) develop and propose policy on environmental issues in accordance with Rule 19;
 - (b) initiate, develop and propose the long-term strategies which the Foundation should follow to achieve its objects in accordance with Rule 19A;
 - (c) engage with members through State Forums, Branches and other mechanisms;
 - (d) select the Board, the President and the Vice Presidents under this Constitution;
 - (e) review the performance of the Board;
 - (f) participate in the campaign work of the Foundation through approved structures; and
 - (g) seek membership for the Foundation and promote its objects in the community;
- and the Council may,
- (h) establish environmental policy committees, which must include at least one Board member appointed by the Board and one employee;
 - (i) establish other committees or sub-committees to fulfil its role;
 - (j) appoint Patrons to the Foundation; and
 - (k) make recommendations to the Board regarding the draft three-year and annual plans.

19. Environmental Policy

- 19.1 The Council shall have the power to initiate environmental policies. The Board and the Executive Director may also request Council to develop environmental policies.
- 19.2 The Council shall have the power to develop draft environmental policies.
- 19.3 The Council shall refer to the Board for its review draft environmental policies it has developed.
- 19.4 The Board shall promptly review draft environmental policies referred to it by Council to determine whether such policies:
- (a) are consistent with the aims of the Foundation; and
 - (b) will not significantly impair the ability of the Foundation to achieve those aims.
- 19.5 If the Board is satisfied that a draft policy conforms to the criteria under Rule 19.4, it shall circulate the policy to members for comment. If it is not so satisfied, it shall refer the draft policy back to the Council for further consideration.

- 19.6 Following a reasonable period for comments from members, the Council may revise draft policies as it sees fit and may refer draft policies to the Board for final approval.
- 19.7 The Board shall promptly approve environmental policies submitted to it for final approval, unless it determines that a policy as revised under Rule 19.6 does not satisfy the criteria under Rule 19.4.

19A Long-Term Strategy

- 19A.1 The Council shall have the power to initiate and develop long-term strategy of the Foundation, in collaboration with the Board and the Executive Director. "Long-term strategy" may include a long-term strategic plan or other long-term strategic direction. The Board or the Executive Director may also request Council to develop long-term strategy of the Foundation.
- 19A.2 The Council shall propose to the Board for its review any draft long-term strategy that the Council has initiated and developed.
- 19A.3 The Board shall promptly review any draft long-term strategy proposed to it by Council, to determine whether such strategy:
- (a) is consistent with the aims of the Foundation; and
 - (b) will not significantly impair the ability of the Foundation to achieve those aims.
- 19A.4 The Board shall promptly approve the long-term strategy proposed to it for final approval, unless it determines that the long-term strategy does not satisfy the criteria under Rule 19A.3.

PART III THE BOARD

20. Board

- 20.1 The Board shall be the governing body of the Foundation, and shall be the "Committee" of the Foundation for purposes of the Act.
- 20.2 The Board shall consist of the President appointed according to Rule 10.2, the two Vice-Presidents and the four other Councillors elected by the Council under Rule 10.1 and any co-opted members appointed under Rule 20.3.
- 20.3 The Council may at any time appoint up to four co-opted Board members, to be chosen with the aim of ensuring that the Board has an appropriate mix of skills and experience to perform its role. Such co-opted Board members must be members of the Foundation and may be councillors.

21. Term of Office for Board Members

- 21.1 Subject to this Constitution, Board members that are not councillors shall serve a term of 3 years, and Board members that are councillors shall serve a term of 3 years or until the expiration of the term of that member as a councillor, whichever is the earlier.
- 21.2 Each Board member shall be eligible for further election or appointment, provided that a Board member shall retire after three consecutive terms and may not serve on the Board again for three years.

22. Cessation of Membership, Vacancies and Deputies

- 22.1 A Board member shall cease to be a member if he or she:
- (a) dies;
 - (b) declines to act;
 - (c) resigns;
 - (d) ceases to be a councillor (other than a co-opted Board member);
 - (e) ceases to occupy a position by virtue of which he or she is a Board member (President or Vice-President);
 - (f) ceases to be a member of the Foundation; or
 - (g) is removed by a resolution of the Council.

22.2 In the event of a vacancy occurring among the Board members elected under Rule 10.1 (including their successors elected under this Rule 22.2), the Secretary shall forthwith call for nominations from councillors and conduct a postal ballot of councillors using the voting methods specified in Schedule 1 of this Constitution to elect a replacement Board member, and the Board member so elected shall serve for the remainder of the predecessor's term, subject to this Constitution.

22.3 A member of the Board may, with the approval in writing of the President, nominate a deputy, who must be a councillor, to attend any meeting at which the Board member is absent. As a deputy the councillor shall have all the rights of a member of the Board.

23. Chairperson at Board Meetings

The Board shall be chaired by the President or in the President's absence a Board member determined by the Board.

24. Board Meetings: Attendance and Resolution of Matters

24.1 The Board can only resolve matters by a majority of members actually voting.

24.2 Notwithstanding anything contained elsewhere in this rule the Secretary on the receipt of a request in writing by any two members of the Board for a vote on any question or matter by post or other means of the members of the Board shall forthwith conduct a ballot by post or other means. The question can only be resolved by the vote of an absolute majority of the members of the Board.

24.3 The chairperson or acting chairperson at a meeting of the Board may exercise a deliberative vote only. In the event of an equality of votes the question shall be resolved in the negative.

24.4 The Secretary shall cause notice of the time and place of each Board meeting to be communicated in writing or by other means to members of the Board a reasonable period before the date of the proposed meeting.

24.5 There shall be at least six meetings of the Board in each calendar year.

24.6 A meeting of the Board may be conducted by telephone conference, electronic means, or other means as the Board may specify.

24.7 The Executive Director is expected to be available to attend all Board Meetings.

24.8 Two representatives of the employees, one nominated by a body representing the staff, may attend Board Meetings as observers, with speaking rights, unless the Board, by resolution, otherwise determines. The representatives do not have voting rights. Other employees may attend Board Meetings as observers at the discretion of the Executive Director.

24.9 Councillors may attend Board Meetings as observers.

24.10 The Board shall cause minutes to be made of:

- (a) all appointments of office bearers and members of the Board;
- (b) the names of members of the Board present at all meetings of the Foundation and of the Board;
- (c) all proceedings at all meetings of the Foundation and of the Board; and
- (d) all items of expenditure approved by the Board.

24.11 The minutes of the Board shall be signed by the chairperson of that meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

24.12 The Board shall nominate a Treasurer from amongst its members (not being the President or a Vice President), who must be a finance professional. The Treasurer shall serve until he or she is no longer a Board member, or until the Board nominates a successor.

25. Quorum of the Board

A quorum at a meeting of the Board shall be half of the number of Board members plus one (rounded down), of which at least four must be councillors.

26. Powers and Duties of the Board

- 26.1 The primary role of the Board shall be to govern the Foundation and ensure the Foundation is run efficiently and effectively, that budgets are responsibly prepared and observed, that good financial and staff management is provided, and that the plans, policies and strategies of the Foundation are followed and implemented.
- 26.2 Subject to this Constitution, the Board shall have the power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the Foundation.
- 26.3 Without detracting from the generality of Rules 26.1 and 26.2, the Board shall have the duty and power to:
- (a) establish mechanisms to ensure that the administrative policies and strategies are implemented in decisions and actions of employees;
 - (b) ensure that the management and operations of the Foundation are ethical, efficient and effective;
 - (c) together with the Treasurer, ensure responsible financial management of the Foundation;
 - (d) ensure that the Foundation has appropriate employee and human relationship policies;
 - (e) appoint the Executive Director, oversee other employee appointments and ensure that there are appropriate contractual arrangements between the Foundation and employees;
 - (f) perform annual appraisals of the work of the Executive Director, ensure that annual appraisals are carried out for all other employees and that appraisals are followed up with action as appropriate;
 - (g) request, contribute to and support the development by Council of, and approve, a long-term strategy in accordance with Rule 19A;
 - (h) oversee the preparation of, review and approve three-year and annual plans, in consultation with Council;
 - (i) oversee the preparation of, review, and approve annual budgets;
 - (j) approve environmental policy in accordance with Rule 19; and
 - (k) ensure that, in relation to Board meetings, Councillors receive:
 - (i) prior notification of meetings; and
 - (ii) minutes of each meeting.
- 26.4 The Board shall establish an Audit Committee, which shall be chaired by the Treasurer, with responsibility to assist the Board in ensuring that the ACF meets financial and other due diligence requirements.

27. Delegation of Powers

- 27.1 The Board may, by resolution, delegate all or any of its powers or functions under this Constitution (except this power of delegation) to any member of the Foundation or to a committee consisting of members of the Foundation with or without other persons or to the Executive Director, Secretary or other servant or employee of the Foundation.
- 27.2 Every delegation under this rule shall be revocable by resolution of the Board and no delegation shall prevent the exercise of any power or function by the Board.

28. Regulation Making

- 28.1 The Board may make such regulations as it considers necessary or expedient for the purpose of giving effect to this Constitution or carrying out its powers, functions and duties under this Constitution. For matters relating to the Council, the Board shall consult with the Council in making such regulations.
- 28.2 A proposed regulation, amendment or rescission of a regulation shall only come into effect 30 days after publication of the text of that proposed regulation, amendment or rescission in the Foundation's newsletter or other publication distributed by the Foundation to all members.

28.3 Notwithstanding Rule 28.2 if a notice of motion to disallow the proposed regulation, amendment or rescission signed by twenty-five or more members is received by the Secretary within thirty days of publication, that proposed regulation will not come into effect until ratified by a general meeting.

29. Duties to be Performed by Board every 12 Months

The Board shall at least once in each period of twelve months:

- (a) cause the financial affairs of the Foundation to be audited by a person who is not a member or closely related to a member or the Public Officer of the Foundation;
- (b) prepare, or cause to be prepared, a balance sheet setting out the assets and liabilities of the Foundation;
- (c) prepare, or cause to be prepared, financial statements showing expenditure and revenue and other operational data of the Foundation; and
- (d) forward, or cause to be forwarded the balance sheet and the financial statements to relevant governmental authorities as required by all applicable laws in the jurisdictions in which the Foundation operates.

PART IV FORUMS, BRANCHES AND CAMPAIGN GROUPS

30. State and Territory Forums

- 30.1 There may be a Forum for each of the six State and two Territory electorates.
- 30.2 A Forum may be attended by Councillors and Board members from that State or Territory, members from that State or Territory, and employees and the Executive Director of the Foundation. The Councillors may appoint a Chair for the Forum who shall determine how the Forum should proceed. .
- 30.3 The functions of each Forum include engagement of the Foundation with its members, identification of new and emerging opportunities and concerns and the preparation of Forum reports for submission to the Council.
- 30.4 Any public statement by or on behalf of each Forum must be consistent with Foundation policies and approved by the Executive Director.

31. Formation and Operation of Branches

- 31.1 Any members of the Foundation within a geographically defined area may with the consent of the Board constitute themselves a Branch of the Foundation.
- 31.2 The functions of Branches must include the planning and implementation of local activities that contribute to the Foundation's objects, the identification of emerging issues, fundraising, recruitment, public education and preparation of reports to the appropriate State or Territory Forum.
- 31.3 The Branches are subject to the direction of the Board with respect to fundraising activities, election campaigns and such other matters as the Board, by regulation, so provides.
- 31.4 The accounts of the Branches are accounts of the Foundation and must be audited in accordance with the requirements related to audits of the Foundation.

32. Campaign Groups

- 32.1 The Foundation may, with the consent of the Board, form groups to be known as Campaign Groups, for the purpose of pursuing particular issues.
- 32.2 The functions of each Campaign Group must include the planning and implementation of campaign strategies approved by the Board, identification of emerging issues and preparation of reports on group activities to each State or Territory Forum and to the Board. Each Campaign Group will perform its functions in consultation with those employees who have an involvement in the issues being pursued by that Campaign Group.
- 32.3 The Campaign Groups are subject to the direction of the Board.

- 32.4 The accounts of the Campaign Groups are accounts of the Foundation and must be audited in accordance with the requirements related to audits of the accounts of the Foundation.

PART V ADMINISTRATION

33. Seal

- 33.1 The common seal of the Foundation must be as approved by the Board.
- 33.2 The common seal must be in the custody of the Board or the Secretary and must only be affixed to any instrument with the authority of the Board and this must be done in the presence of either two members of the Board, or one member of the Board and either the Secretary, or the Executive Director. Both must sign every instrument to which the common seal of the Foundation is affixed in their presence.
- 33.3 The Secretary shall maintain a register of documents to which the seal has been applied, and shall table the register at each meeting of the Board.

34. Appointment of Public Officer

- 34.1 The Board shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Foundation and, if that office at any time becomes vacant, appoint a person resident in that Territory to fill that vacancy.
- 34.2 The Public Officer of the Foundation shall perform the functions and duties required to be performed by the Public Officer under the Act and such functions and duties as the Board determines.

35. Other management issues

- 35.1 The financial year of the Foundation shall end on 30 June of each year.
- 35.2 The Foundation may derive funds from donations, membership dues, grants and any other legal source consistent with the objects of the Foundation.
- 35.3 The Board may determine the manner in which funds are managed, including without limitation the manner of drawing and signing cheques on behalf of the Foundation.
- 35.4 The custody of the books and documents of the Foundation shall be with the Executive Director or as otherwise determined by the Board.
- 35.5 Members may inspect the books or documents of the Foundation for a proper purpose by appointment during business hours at the head office of the Foundation, or otherwise as required by applicable law.

PART VI MEMBERS

36. Ordinary Members, Member Households and Member Bodies

- 36.1 In any vote in which a member is entitled to participate, ordinary members, life members and honorary life members may each cast one vote as such members.
- 36.2 A person who is a representative of a member body or of a corporation or organization that has been admitted to life membership may cast one vote on behalf of each such member body, corporation or organization. A person who is a member, and is also a representative of such a body, corporation or organization may cast one vote in each such capacity.
- 36.3 A member household consists of the two people named in the application for such a membership who reside at the same address. These names may be altered by written notice sent to the Foundation and signed by one or both of those people named.
- 36.4 In any vote in which a member is entitled to participate, each member household is allowed two votes except that at any vote at a meeting only one vote is allowed unless two people from that member household are present.

37. Annual Membership Subscription

- 37.1 Ordinary members, member households and member bodies must pay an annual subscription, the fee for each membership category to be determined by the Board.
- 37.2 An application for membership as an ordinary member, member household or member body shall be made in writing and shall be in such form as the Foundation determines from time to time. Such membership shall commence upon the acceptance of the application by the Foundation and upon payment of the first annual subscription.
- 37.3 Any person, member household or member body whose annual subscription remains unpaid after the expiration of three calendar months from the date on which it became due and payable, will cease to be a member on the day following such expiration.
- 37.4 The Board shall determine concessional subscriptions for bona fide full-time students or those eligible for a pension, or unemployment benefit from the Australian Government, or such other classes of member it shall determine.

38. Life Members

- 38.1 The Board may admit as a life member a person, corporation or organization that agrees to be bound by the Constitution, regulations and rules of the Foundation upon payment of a fee set by the Board to the Foundation, provided that life membership for any corporation or organization shall be limited to a period of twenty years.
- 38.2 Any person, corporation or organization that is admitted as a life member has the same rights and privileges under this Constitution as an ordinary member.
- 38.3 A corporation or organization that is admitted to life membership may nominate a person to be its representative by writing to the Secretary and subject to this Constitution, the person so nominated has the same rights and privileges under this Constitution as an ordinary member.
- 38.4 Notwithstanding anything contained in this Constitution, the representative of a corporation or organization that has been admitted to life membership shall cease to be the representative of that organization upon it ceasing to be a life member.
- 38.5 Where a corporation or organization that has been admitted to life membership has not nominated a representative or there is no representative for the time being of a life member, the rights and privileges of such life member shall be as determined by the Council.

39. Honorary Life Members

- 39.1 Nomination of a person for appointment as an honorary life member may be made by any five members and must be made in writing to the Board, which must place nominations on the Council agenda together with its recommendation, any citations received and a citation for each nomination it supports. A person who has made a distinguished contribution towards the objects of the Foundation may be appointed an honorary life member by at least a three-quarters majority vote at an annual general meeting of the Foundation provided that notice of the proposed appointment of that person, together with a citation, has been placed on the agenda of that meeting by the Council after nomination as above, after the written consent of the nominee has been obtained. No honorary life member shall be appointed if that would cause the total number existing to exceed forty.
- 39.2 An honorary life member shall have the same rights and privileges under this Constitution as an ordinary member.

40. Member Bodies

- 40.1 The Council may designate as a member body of the Foundation any trust, association, corporation, institution, organization, department or instrumentality of government, local government authority, education organization or other body that, in its opinion, has objects or aims similar to or cognate with all or any of the objects of the Foundation, provided that such body agrees to be bound by the Constitution, regulations and rules of the Foundation.
- 40.2 A member body ceases to be a member body if the annual subscription remains unpaid after the expiration of three months from the date on which it became due and payable.

- 40.3 A member body may, from time to time, nominate by writing addressed to the Secretary a person to be its representative, and, subject to this Constitution, the person so nominated has the same rights and privileges under this Constitution as an ordinary member.
- 40.4 Notwithstanding anything contained in this Constitution, the representative of a member body ceases to be the representative upon the member body ceasing to be a member body.
- 40.5 Where a member body has not nominated a representative or there is no representative for the time being of a member body the rights and privileges of a member body shall be as determined by the Board.

41. Benefactor and National Sponsor Members

- 41.1 The Council may admit as a benefactor member any person, trust, corporation, firm, association, institution, government, instrumentality of government, municipal authority or body that has given to the Foundation in one donation such sum as the Board determines or an equivalent value in real or personal property.
- 41.2 The Council may admit as a national sponsor member any person, trust, corporation, firm, association, institution, government, instrumentality of government, municipal authority or body that has given to the Foundation in one donation such sum as the Board determines, or an equivalent value in real or personal property.
- 41.3 The privileges of benefactor and national sponsor members are determined by the Board.

42. Associate Members

- 42.1 The Board may admit as an associate member any person or incorporated or unincorporated body that subscribes to any publications or purchases other goods or services offered by or in conjunction with the Foundation from time to time, or has made donations to the Foundation.
- 42.2 Any person or incorporated or unincorporated body admitted as an associate member shall not have any of the rights, privileges or obligations of an ordinary member or any other class of member of the Foundation under this Constitution, but shall be entitled only to receive the commodities for which that associate member subscribes for so long as the subscription of that associate member at the rate fixed by the Foundation from time to time remains paid up. Upon any associate member failing to renew the subscription when due, such associate member shall cease to be an associate member from the date upon which such subscription first became due.
- 42.3 Nothing herein shall prevent a person, incorporated or unincorporated body otherwise being a member of the Foundation from becoming an associate member. The status of a member, a benefactor member or national sponsor member that is also an associate member pursuant to Rule 42.1 is not affected if the associate membership ceases.

43. Revocation and Vetoing of Membership

- 43.1 The Board may, by vote of an absolute majority of its members, revoke the membership of any member or veto the application for membership of any person, whether previously a member or not, who has acted or has indicated an intention to act in a manner contrary to the objects of the Foundation described in Rule 2, or who in any way brings the Foundation into disrepute.
- 43.2 Any person whose membership is so revoked or vetoed shall have the right of appeal to the Council.
- 43.3 A reasonable opportunity to be heard shall be given to a member or applicant pursuant to this rule.

44. Liability of Members

No member including a benefactor member and a national sponsor member will be liable to contribute towards the payment of the debts and liabilities of the Foundation or the costs, charges and expenses of a winding-up of the Foundation.

PART VII GENERAL MEETINGS

45. General Meetings

- 45.1 A general meeting shall commence between 5.30 pm and 8.30 pm on a Friday or Saturday.
- 45.2 Only such business as is specified in the notice calling a general meeting can be dealt with at the meeting unless the general meeting otherwise resolves.
- 45.3 A postal ballot of the members of the Foundation must be held on any motion resolved to be put to such a ballot by a general meeting, provided the motion is pursuant to business of which due notice has been given; or by the Board.
- 45.4 At such a postal ballot a rescission motion is carried by a simple majority of members voting, but for other motions to be carried:
- (a) the total number of valid votes recorded must be not less than one tenth of the number of members of the Foundation at the time of posting the ballot papers; and,
 - (b) there must be a three-fifths majority of valid votes in favour of the motion.
- 45.5 A motion carried pursuant to Rule 45.3 binds the Foundation and overrides any conflicting resolution of:
- (a) the Council or the Board; or
 - (b) any person or committee to whom either body has delegated any power or function; or
 - (c) a previous postal ballot (held pursuant to Rule 45) of the members of the Foundation.
- 45.6 Notwithstanding Rule 45.3, if the Board within twenty-eight days of the resolution of the general meeting carries a motion that the general meeting has resolved to put to such a postal ballot, such resolution of the Board is termed an accepting resolution and it overrides and binds as though it had been carried by a postal ballot of members of the Foundation. Such motion is not then required to be put to such a postal ballot.
- 45.7 A motion carried by either a postal ballot or an accepting resolution of the Board pursuant to Rule 45.6 remains in force until overridden or rescinded by a subsequent postal ballot.

46. Invitations to Attend General Meetings

For the purpose of assisting the Foundation in the carrying out of its objects, the Council or the Board may from time to time invite any person or representative of any trust, corporation, firm, association, institution, government, instrumentality of government, municipal authority or other body to attend any general meeting of the Foundation. Such persons or representatives may, by resolution of the general meeting, participate in discussions at the meeting but do not have the right to vote.

47. Chairperson at General Meetings

The President must preside at all general meetings when present. In the absence of the President any Vice-President shall preside. In the absence of all Vice-Presidents or in the case of any disagreement as to which Vice-President may preside, the meeting may elect one of its members to chair the meeting.

48. Regulation of General Meeting Proceedings

Subject to this Constitution, a general meeting may regulate its proceedings by resolution of a majority of members voting.

49. Voting by the Chairperson

At a general meeting of the Foundation the chairperson may exercise a deliberative vote only and in the event of an equality of votes the question shall be resolved in the negative.

50. Quorum of a General Meeting

- 50.1 Fifty members shall constitute a quorum at a general meeting of the Foundation.

50.2 In the absence of a quorum the chairperson may adjourn a general meeting to such time and place as the chairperson determines.

51. Annual General Meetings

51.1 An annual general meeting of members of the Foundation shall be held once in each calendar year at intervals not greater than fifteen months between meetings, at such time and place as the Board may determine in accordance with the Act.

51.2 Subject to this Constitution, the business at an annual general meeting must be the presentation of a report by the Executive Director and a report from the auditor or auditors, the election of an auditor or auditors and such other business as is placed on the agenda by the Board or pursuant to notice in writing by at least five members addressed to the Secretary and received by the Secretary in accordance with Schedule 2. The report and financial statement shall be posted to all members of the Foundation in accordance with Schedule 2; provided, however, that the Board may elect to post to members a concise annual report, containing a summary of the full report and information on where the full report may be accessed electronically and how to request a hard copy of the full report.

51.3 Notice in writing of the time, place and agenda of an annual general meeting must be posted to members in accordance with Schedule 2.

52. Special General Meetings

52.1 Subject to this Constitution the Board may call a Special General Meeting of members of the Foundation to consider any business.

52.2 Subject to this Constitution the President or a Vice-President with the authority of the President shall call a Special General Meeting, upon a written demand of one hundred members addressed to the Secretary, and shall include in the notice calling the meeting such specific business as is stated by the members in their written demand unless a majority of such members sign a written withdrawal of their demand.

52.3 A Special General Meeting, including in its agenda the specific business referred to in Rule 52.2, must be held in one of the electorates of the Foundation sought as a venue in the written demand, or in the capital city of an adjacent electorate, if it has a greater population of members of the Foundation than that electorate specified in the written demand.

52.4 A Special General Meeting demanded pursuant to Rule 52.2 must be held as soon as practicable, but with the following provisos as to the date of the meeting:

- (a) the members may specify in the written demand, a period within which the Special General Meeting must be held;
- (b) if the period specified in the written demand is less than 8 weeks, the meeting shall be held within 8 weeks of the date of receipt of the written demand by the Secretary; and,
- (c) if there is already a resolution of the Board to hold, or there is, or there arises, within 8 weeks of the date of receipt of the written demand a requirement to hold a general meeting within 12 weeks of such date of receipt, the specific business notified in the written demand for the meeting may instead be included in the notice for the general meeting.

52.5 Notwithstanding the other provisions of this rule there can only be one special general meeting of the type specified in Rule 52.2 in any calendar quarter. A Special General Meeting that is required by Rule 52.5 to be held in a later calendar quarter than would be required by Rule 52 must be held within fourteen weeks of the date of commencement of the preceding special general meeting and within the first eight weeks of the calendar quarter.

52.6 Notice in writing of the time, place and agenda of a special general meeting must be posted to members at least twenty-one days before the date proposed for the meeting.

53. Proxies at General Meetings

For any general meeting of the Foundation, each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed. A member may hold any number of proxies.

PART VIII NOTICE, MOTIONS AND COMMUNICATIONS

54. Non-Receipt of Notice of General or Other Meetings

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate any resolution passed or proceedings at any meeting.

55. Submission of Motions

Any twenty members of the Foundation may submit, in writing to the Secretary, proposed motions to be placed on the agenda for the Council or the Board and any councillor may similarly submit proposed motions to be placed on the agenda of the Council or the Board or any Committee established by the Board or to which the Board has delegated any of its powers or functions. Any such proposed motion shall be signed by its sponsor or sponsors and must have been received in sufficient time for the Secretary to include on the agenda the full text of the proposed motion and the name of the member or members proposing them. A proposed motion can only be discussed by the meeting if it is moved and seconded at the meeting by members of the body meeting.

56. Communications

In this Constitution, any reference to the posting or distribution of any material shall be deemed satisfied with respect to any recipient if such material is delivered by electronic mail or other means, subject to such Regulations as the Board may adopt.

PART IX CONSTITUTIONAL AMENDMENTS

57. Procedures for Constitutional Amendment

57.1 The Constitution may be amended only by special resolution, being a resolution passed by at least $\frac{3}{4}$ of members voting at a general meeting of which at least 21 days' notice, accompanied by a notice of intention to propose the resolution, has been given; or otherwise in accordance with the Act.

57.2 A motion to amend the Constitution may be submitted at any time by the Council or the Board or by request in writing addressed to the Secretary by at least one hundred members. Where such motion originates from the Council or Board, it shall not be submitted unless both bodies have resolved to support the motion.

57.3 In the case of a motion submitted by the Council or the Board under Rule 57.2, the majority of those members of the Council or the Board that voted against submitting the motion, and the Council or Board, may require the Secretary to distribute with the relevant notice of meeting, a statement prepared by the Council, the Board or the majority of the Council or Board members who voted against submitting the motion, as the case may be.

57.4 In the case of a motion submitted under Rule 57.2 by at least 100 members, the Board must promptly consider the motion and any statements prepared for distribution with it, before the relevant notice of meeting is posted, and must resolve to approve, disapprove or abstain from comments on the motion and statements. The Secretary must distribute with the relevant notice of meeting a statement prepared by the members submitting the motion and statements prepared by:

- (a) the Board; and,
- (b) a majority of those Board members, if any, who voted to disapprove of it if the Board fails to disapprove of the motion.

57.5 Any statements prepared pursuant to Rule 57 must be of a reasonable length.

57.6 For any motion to amend the constitution submitted under this Rule 57, the Secretary shall ensure that:

- (a) if a special general meeting has not been called under Rule 52 to consider the motion, the motion is placed on the agenda of the next general meeting at which such motion could be considered and the required notice of the motion is given; and
- (b) if a special general meeting has been called under Rule 52, that the required notice of such meeting is given.

58. Alternative Motions

If the Board considers that two or more motions submitted should be regarded as alternatives to each other, the motions must, together with the alternative that there be no amendment of the rule or rules in question, be put as options to be voted upon using the preferential voting system prescribed in this Constitution for the filling of single vacancies, except that a $\frac{3}{4}$ majority rather than an absolute majority is required. If one of the alternative motions receives the requisite majority of votes by first preferences or after distribution of preferences, it must be regarded as having been carried and as being a special resolution by which the Constitution is amended.

PART X DISSOLUTION

59. Procedures for Dissolution

- 59.1 The Foundation is dissolved in the event of it having fewer than five members, or by special resolution, being a resolution passed by at least $\frac{3}{4}$ of members voting at a general meeting of which at least 21 days' notice, accompanied by a notice of intention to propose the resolution, has been given; or otherwise in accordance with the Act.
- 59.2 Upon the dissolution of the Foundation, the ownership of all the assets and funds of the Foundation remaining after the payment of all expenses and liabilities shall be:
- (a) freely transferred to an association, fund, authority or institution with similar objects to the Foundation nominated by special resolution in accordance with the Act; or
 - (b) in the absence of such a nomination, otherwise dealt with in accordance with the Act.
- 59.3 Any organisation designated under Rule 59.2(a) must have provisions in its rules that:
- (a) provide that the organisation is not carried on for the object of trading or securing pecuniary gain for its members; and
 - (b) require any surplus property of the organisation to be passed, on the dissolution or winding-up of the organisation, to another organisation that
 - (i) has objects substantially the same as the first-mentioned organisation; and
 - (ii) is not carried on for the object of trading or securing pecuniary gain for its members.

SCHEDULE 1:

Electoral System and Specimen Ballot Paper

(see Rule 8)

Under the quota - preferential method of Proportional Representation, the voting procedure must be as follows:

To cast a valid vote the voter must put the number 1 beside the name of one candidate. The voter may put the numbers 2, 3, 4 and so on beside the names of other candidates in order of preference. The voter may show a preference for as many or as few candidates as the voter thinks fit. Thus if five candidates are to be elected from fifteen, the voter need only vote for one candidate if the elector so pleases, or the voter may signify preferences for any number of the candidates.

For votes which are cast electronically, they must be counted according to the same formula as set out below. The procedure in counting votes cast by post must be as follows:

The returning officer must prepare the return in a manner similar to that shown in Form A .

The ballot papers must be sorted and counted into bundles according to the first preferences shown.

From the total number of valid ballot papers so counted a "quota" must be established and any candidate securing this number of votes shall be declared elected.

The "quota" must be established by dividing the number of total valid voting papers by a figure representing one more than the number of candidates to be elected. It must be set at the next whole number.

IT MAY BE NOTED THAT WHERE THERE IS ONLY A SINGLE VACANCY TO BE FILLED THE PROPORTIONAL AND THE PREFERENTIAL SYSTEMS BECOME IDENTICAL, I.E. THE "QUOTA" THEN BECOMES ONE MORE THAN HALF THE NUMBER OF VOTES CAST.

To each bundle of ballot papers so sorted must be attached a cover sheet similar to that shown in Form B. On this sheet must be recorded the number and value of the papers to which it refers.

The candidate whose primary votes at the first count equal or exceed the "quota" shall be elected and the "surplus" primary votes must be distributed amongst the remaining candidates in proportion to the number of second or next available preferences of the elected candidate. In this distribution the preferences must pass to the next available choice if the candidate for whom the second preference is shown has already received a "quota".

In the distribution of "surpluses" it is important to note that each vote has a value of one (1), portion of which is used in electing the candidate, the remaining portion being available for transfer. The multiplier for each paper on transfer to the next choice is:

$$\frac{\text{Total votes for candidate minus the Quota}}{\text{Total votes for candidate}}$$

and the value of this multiplier is to be endorsed on the cover sheet (Form B), which shall be attached to the transferred papers.

When surpluses have been distributed and no continuing candidate has obtained a "quota", the candidate with the fewest votes standing to credit must be eliminated and the votes of that candidate shall be distributed to the other candidates in accordance with the next available choice shown upon the papers. In this transfer each paper has the same value as it had before transfer.

At any stage where a candidate obtains a "quota" the surplus of the candidate must be distributed before any further candidate is eliminated, unless the extent of the surplus is so small as to be incapable of affecting the position of the remaining candidates in which case it need not be distributed.

These various steps are to be repeated until all the positions are filled by candidates who have obtained "quotas". If, as a consequence of preferences becoming exhausted, neither of two remaining candidates for the last position has received a full "quota", the candidate with the highest total must be declared elected.

The principle governing the Proportional Representation system and the routine to be followed in its application will be apparent in the illustration given in the Form A where 119 voters elect 3 from the total of 5 candidates.

SCHEDULE I (continued)

**Specimen Ballot Paper
Quota-Preferential Method Of Proportional Representation
(See Rule 8.2)**

AUSTRALIAN CONSERVATION FOUNDATION

(Electorate of

.....)

BALLOT PAPER

For the election of

Voting will be counted using the quota-preferential method of proportional representation.

To record a valid vote you must place the number 1 opposite the name of the candidate that is your first preference. You may indicate succeeding preferences by placing 2, 3, 4 and so on beside other names using each number only once. Voters are encouraged to show all their preferences, but the vote will not be invalidated by failure to mark more than the first preference.

..... candidate(s) is (are) to be elected.

Follow hereunder with a list of the candidates in order determined by lot, the Returning Officer having drawn lots at a time and place advised to all candidates.

For ballots conducted by post, the following instructions are to be included on the Ballot paper.

This Ballot Paper is to be enclosed in the envelope marked "Ballot Paper" and placed in an outer envelope which must be signed legibly by the voter and marked to indicate the voter's name and address, addressed to the Returning Officer and forwarded to reach the Returning Officer not later than (date) on which date the Ballot closes.

Ballot Papers will not be accepted by mail unless correct postage has been prepaid.

[Note: the preceding two paragraphs may be modified by the Secretary to suit the form of the ballot paper.]

Any candidate may nominate a scrutineer who will be advised of the time and place of counting of the votes by the Returning Officer.

Failure to comply with the above instructions may render a vote invalid.

SCHEDULE I (continued)

**FORMS A AND B
(Re: Rule 8.2)**

Returning Officer's Tally Sheet

A

CANDIDATE	A		B		C		D		E		Votes Exhausted	
1st STAGE	No of papers	Vote Value	No of papers	Vote Value	No of papers	Vote Value	No of papers	Vote Value	No of papers	Vote Value	No of papers	Vote Value
Primary Count	50	50	30	30	20	20	10	10	9	9.0		
Result	Elected		Elected									
2nd STAGE Distribute surplus votes of Candidate A the transfer value of whose papers 20/50 - 0 40					20	<u>8.0</u>	20	<u>8.0</u>	10	<u>4.0</u>		
Progress totals						<u>28.0</u>		<u>18.0</u>		<u>13.0</u>		
3rd STAGE Eliminate lowest candidate E and transfer papers to next available choice. 9 papers at 1 00 0 papers at 0 40					2	2.0	7	7.0	Eliminated			
					4	<u>1.6</u>	6	<u>2.4</u>				
Progress totals						<u>31.6</u>		<u>27.4</u>				
Results					Elected							

In the example illustrated, 3 of 5 candidates are to be elected. 119 valid votes have been cast the "quota" is therefore $119/3.1 = 29.75$ which, taken to the next whole number is 30.

Cover Sheet
(to be attached to bundles of ballot papers)

B

Name of Candidate.....
Number of primary votes cast for this candidate.....
Transfer value of each paper.....
Total value of the papers.....

Note:

- (1) Each ballot paper has an original vote of 1,000
- (2) The transfer value of each paper is the fraction of the value which has not already been used in the election of a candidate. When a candidate has a "surplus" above the "quota" the transfer value of each paper in his or her bundle, on transfer to the next available choice, has its previous value multiplied by the fraction.

$$\frac{\text{Total votes credited to the elected candidate minus "quota"}}{\text{Total credited to the elected candidate}}$$

SCHEDULE 2:

Timetable of Annual General Meetings and Procedural Requirements

Various dates associated with an Annual General Meeting are prescribed in Rule 51. Those dates are defined as follows in relation to the date selected for the meeting.

Date of:

Posting of notice in writing (Rule 51.1)	Receipt of business (Rule 51.2)	Posting of report etc (Rule 51.2)	Posting of agenda etc (Rule 51.3)	Annual General Meeting
No less than 7 weeks (49 days) prior to AGM date	No less than 28 days from posting of notice	No less than 3 weeks (21 days) prior to AGM date	No less than 3 weeks (21 days) prior to AGM date	AGM date