Constitution

Incorporating Amendments up to and including 21 November 2020.
TABLE OF CONTENTS

A quorum at a meeting of the Executive Committee shall be five elected members of the Executive

<table>
<thead>
<tr>
<th>Table of Contents</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>OF THE CONSERVATION COUNCIL OF WESTERN AUSTRALIA (INC.)</td>
<td>5</td>
</tr>
<tr>
<td>1. NAME</td>
<td>5</td>
</tr>
<tr>
<td>2. OBJECTS</td>
<td>5</td>
</tr>
<tr>
<td>3. POWERS RELATING TO PROPERTY</td>
<td>6</td>
</tr>
<tr>
<td>4. POLICY RELATING TO PROPERTY</td>
<td>6</td>
</tr>
<tr>
<td>5. MEMBERSHIP</td>
<td>7</td>
</tr>
<tr>
<td>5.1 Categories of Membership</td>
<td>7</td>
</tr>
<tr>
<td>5.2 Application for Membership</td>
<td>7</td>
</tr>
<tr>
<td>5.3 Member Body</td>
<td>7</td>
</tr>
<tr>
<td>5.4 Corresponding Body</td>
<td>8</td>
</tr>
<tr>
<td>5.5 Removal from Membership</td>
<td>8</td>
</tr>
<tr>
<td>5.6 Supporters</td>
<td>8</td>
</tr>
<tr>
<td>5.7 Withdrawal from Council</td>
<td>9</td>
</tr>
<tr>
<td>6. DUES</td>
<td>9</td>
</tr>
<tr>
<td>6.1 Payment</td>
<td>9</td>
</tr>
<tr>
<td>6.2 Arrears</td>
<td>9</td>
</tr>
<tr>
<td>6.3 Pro-rata payments</td>
<td>9</td>
</tr>
<tr>
<td>6.4 Non payment</td>
<td>9</td>
</tr>
<tr>
<td>7. DISPUTE RESOLUTION</td>
<td>9</td>
</tr>
<tr>
<td>7.1 Terms used</td>
<td>9</td>
</tr>
<tr>
<td>7.2 Application of Clause</td>
<td>9</td>
</tr>
<tr>
<td>7.3 Parties to attempt to resolve dispute</td>
<td>10</td>
</tr>
<tr>
<td>7.4 How grievance procedure is started</td>
<td>10</td>
</tr>
<tr>
<td>7.5 Determination of dispute by committee</td>
<td>10</td>
</tr>
<tr>
<td>8. MEDIATION</td>
<td>11</td>
</tr>
<tr>
<td>8.1 Application of Clause 8</td>
<td>11</td>
</tr>
<tr>
<td>8.2 Appointment of mediator</td>
<td>11</td>
</tr>
<tr>
<td>8.3 Mediation process</td>
<td>12</td>
</tr>
<tr>
<td>8.4 State Administrative Tribunal</td>
<td>12</td>
</tr>
<tr>
<td>8.5 Suspension or Expulsion of a Member</td>
<td>12</td>
</tr>
<tr>
<td>9. EXECUTIVE COMMITTEE</td>
<td>12</td>
</tr>
<tr>
<td>9.1 Powers of Executive Committee</td>
<td>12</td>
</tr>
<tr>
<td>9.2 Quorum of Executive Committee</td>
<td>13</td>
</tr>
</tbody>
</table>

A quorum at a meeting of the Executive Committee shall be five elected members of the Executive
Committee .......................................................................................................................... 13
9.3 Members of Executive Committee .................................................................................. 13
9.4 Director a Member of the Executive Committee ............................................................. 13
9.5 Decision Making and Voting .......................................................................................... 13
9.6 Requirement for Members to Declare any Conflict of Interest ....................................... 13
9.7 Payments to Members of the Executive Committee ....................................................... 13
9.8 Persons prohibited from being members of the Executive Committee ............................ 13

10. DUTIES OF EXECUTIVE COMMITTEE MEMBERS ..................................................... 14
10.1 President ......................................................................................................................... 14
10.2 Vice-President ................................................................................................................. 14
10.3 Honorary Secretary ........................................................................................................ 14
10.4 Honorary Treasurer ....................................................................................................... 15
10.5 Executive Committee Members ..................................................................................... 15
10.6 Delegations .................................................................................................................. 16

11. ELECTION OF EXECUTIVE COMMITTEE .................................................................... 16
11.1 Election of Members of Executive Committee ............................................................. 16

12. COUNCIL MEETINGS .................................................................................................... 17
12.1 Meetings ......................................................................................................................... 17
12.2 Quorum .......................................................................................................................... 18
12.3 Business of Council Meetings ...................................................................................... 18
12.4 Chairperson ................................................................................................................... 19
12.5 Voting ............................................................................................................................. 19
12.6 Speakers' time ................................................................................................................. 19
12.7 Motions at Council Meetings ........................................................................................ 19
12.8 Assent ............................................................................................................................. 19
12.9 Dissent ............................................................................................................................ 20
12.10 Conflict of interest ....................................................................................................... 20
12.11 Independence of Member Bodies ................................................................................. 20

13. POWERS OF THE COUNCIL ......................................................................................... 21
13.1 Auditor ............................................................................................................................. 21
13.2 Commencement of Financial Year .................................................................................. 21
13.2 Deposit Account ............................................................................................................ 21
13.3 Committees .................................................................................................................... 21
13.4 Referral ............................................................................................................................ 21
13.5 Honoraria ......................................................................................................................... 21
13.6 Patrons .............................................................................................................................. 21

14. BUSINESS ....................................................................................................................... 22
14.1 Business .......................................................................................................................... 22
14.2 Staff ................................................................................................................................. 22

15. SEAL ................................................................................................................................ 22
15.1 Use of Common Seal ...................................................................................................... 22

16. INDEMNITY ..................................................................................................................... 23

17. AMENDMENTS TO CONSTITUTION ............................................................................. 23
17.1 Requirements for Amendments to the Constitution ..................................................... 23
18. DISSOLUTION OF THE COUNCIL ................................................................................................. 24
   18.1 Process for Dissolution of Council ................................................................................... 24
   18.2 Application of Property and Funds upon Dissolution ....................................................... 24

19. CONSERVATION TRUST OF WESTERN AUSTRALIA .......................................................... 24
   19.1 Purpose ............................................................................................................................. 24
   19.2 Use and Management of the Fund ..................................................................................... 24
THE CONSTITUTION OF THE CONSERVATION COUNCIL OF WESTERN AUSTRALIA (INC.)

1. NAME

The name of the Association shall be the Conservation Council of Western Australia (Inc.), hereinafter called the Council.

2. OBJECTS

The prime object of the Council is to promote conservation of the natural environment, environmental protection and sustainability throughout the State of Western Australia and more particularly, but without limiting the generality of the foregoing:

(a) to provide a means whereby those bodies interested in conservation of the natural environment, environmental protection and sustainability and that subscribe to the Council's objects can have regular and formal communication with one another.

(b) to consider matters of common interest and to arrive at agreed common policy about conservation of the natural environment, environmental protection and sustainability, and the administration of the Council.

(c) to act as spokespersons on matters of agreed policy and to press for adoption of, or action on, agreed policy by the appropriate authorities.

(d) to sponsor or engage in education and research activities in the field of conservation of the natural environment, environmental protection and sustainability.

(e) to provide a clearing house and repository for conservation of the natural environment, environmental and sustainability information in the State.

(f) to provide a means of liaison with other bodies dealing with conservation of the natural environment, environmental protection and sustainability, including national and international bodies.

(g) to provide assistance to Member Bodies and Corresponding Bodies where possible, provided that such assistance is deemed to further the objects of the Council.

(h) to engage with the political process through campaigning, lobbying and meeting, including Ministers, Members of Parliament, advisers and political party representatives and committees, but to retain a strictly neutral position in regard to party politics.

(i) to establish and maintain a public fund to be called the Conservation Trust of Western Australia for the specific purpose of furthering the objects of the Council. The Fund is established to receive gifts of money or property for this purpose and money received because of such gifts may be credited to the Fund’s bank account.
The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

3. **POWERS RELATING TO PROPERTY**

The Council shall have the power to:

(a) purchase, acquire, receive, lease or borrow any real or personal property and sell, transfer, demise or otherwise deal with any real or personal property of the Council.

(b) seek and accept subscriptions, collect funds, and receive donations and other financial aid from any person, trust, corporation, firm, instrumentality of Government, or any other body, provided that acceptance of such funds, donations or financial aid shall comply with the Council policy on corporate funding and not include the acceptance of any condition or conditions that might prevent the Council from meeting any or all of the objects of this Constitution and shall be at the discretion of the Executive Committee which may make recommendations to the Council.

(c) undertake and execute any trust considered necessary or desirable and accept any gift, endowment, bequest or devise made to the Council generally or for the purpose of any specific object and carry out any trust attached to any gift, endowment, bequest or devise.

(d) raise, borrow and invest money and secure repayment of money borrowed or the repayment of any debt or liability of the Council by any lawful means.

(e) Exercise any power or invitation given to it by law, including those powers under section 13 of the Associations Incorporation Act 1987 (WA) (as amended or replaced from time to time).

4. **POLICY RELATING TO PROPERTY**

The Council is not formed or carried on for the purpose of trading or securing pecuniary benefit to any person or body. The property and income of the Council shall be applied solely towards the objects of the Council and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or profit to Member or Corresponding Bodies, staff, or Trustees of the organisation.

5. **MEMBERSHIP**

5.1 **Categories of Membership**

There shall be two categories of body that can be members of the Council, viz.: Member Body and Corresponding Body. Each category shall be open to any society, company, body or
association which is interested in and deals with conservation of the natural environment, environmental protection and sustainability and subscribes to the Council's objects, and agrees to be bound by this Constitution either as a Member Body or Corresponding Body as hereinafter provided for.

5.2 Application for Membership

5.2.1 A body that wishes to become a Member Body or Corresponding Body shall complete and sign a membership application in such form as the Executive Committee from time to time directs, and forward such application to the Executive Committee.

5.2.2 The Executive Committee shall consider each application at the next Executive Committee meeting following its receipt of the application and shall prepare a recommendation on the application for the Council.

5.2.3 At the next Council meeting after the Executive Committee has made its recommendation, the Council shall consider the recommendation and accept or reject that application.

5.2.4 A newly admitted body shall be admitted only as a Corresponding Body. Such bodies may apply to have their membership upgraded to Member Body after at least 12 months membership of the Council and following the process in 5.2.2-5.2.3 above.

5.2.5 If an application is accepted, admission shall date from the time the application is accepted and dues are paid in accordance with Clause 6.

5.2.6 If an application for membership is rejected, the applicant body may reapply after a lapse of at least 12 months.

5.3 Member Body

5.3.1 As soon as possible after its application is accepted, and when renewing its membership each year, each Member Body shall nominate in writing a delegate and a proxy for that delegate to represent it on the Council.

5.3.2 At least 24 hours before the scheduled commencement of a Council meeting, a Member Body may nominate in writing a replacement of its delegate and/or proxy.

5.3.3 The nomination by a Member Body of a delegate and proxy shall be accepted by the Council unless the Council, for reasons that seem to it good and sufficient, refuses a nomination by way of a motion passed at a Council meeting.

5.3.4 The Council may request any Member Body to nominate a replacement for a casual vacancy of that Member Body’s delegate or proxy.

5.3.5 Both the delegate and proxy of a Member Body have the right to attend and speak at Council meetings.
5.3.6 Each Member Body shall have one vote only on the Council through its delegate, or if the delegate is not in attendance, its proxy.

5.3.7 No single person may be the delegate and/or proxy for more than two Member and/or Corresponding Bodies at any one time.

5.4 **Corresponding Body**

5.4.1 A body that is a Corresponding Body by virtue of Sub-Clause 5.4 and does not wish to become a Member Body of the Council, but wishes to maintain liaison with it, and through it with other bodies, may remain a Corresponding Body.

5.4.2 A Corresponding Body shall have all of the privileges and obligations of a Member Body with the exception that its delegate and proxy may not address Council meetings without the approval of the Council and it does not have voting rights and it cannot move or second motions.

5.5 **Removal from Membership**

5.5.1 The Council may for reasons which seem to it good and sufficient cause a Member Body or Corresponding Body to be removed from membership of the Council. Notice of Motion of such action shall be given at the Council meeting prior to that at which the motion is put. The Council may, but shall not be required to, give reasons for its actions in this matter.

5.5.2 An application for membership from a Member Body or Corresponding Body that has been removed from membership of the Council in accordance with the foregoing shall not be considered by the Council until at least six months after such removal.

5.6 **Supporters**

5.6.1 The Council may maintain a register of persons who subscribe to the Council's objects. The persons on this register are the Supporters of the Council. The Executive Committee will from time to time determine policies as to who will be included on the register of Supporters.

5.6.2 The Executive Committee will from time to time determine what fees, benefits, communications and other involvement in the Council apply to Supporters of the Council.

5.7 **Withdrawal from Council**

Any Member Body or Corresponding Body that ceases to be a member of the Council by act of resignation or by a resolution in accordance with Sub-Clause 5.5 or by failure to pay dues as
required under Clause 6 shall forfeit any subscription paid, and shall have no claim to any share of monies or property owned by the Council.

6. DUES

6.1 Payment

Dues payable by Member Bodies and Corresponding Bodies shall be payable on the first day of July in each year at a level determined from time to time by the Council.

6.2 Arrears

The membership of any Member Body or Corresponding Body may be terminated according to the provisions of Sub-Clause 5.5 at any time when its dues are in arrears.

6.3 Pro-rata payments

Dues payable by new Member Bodies or Corresponding Bodies shall be the monthly pro rata amount of the dues determined in Sub-Clause 6.1, calculated as at the time their application is accepted in accordance with Sub-Clause 5.2.5.

6.4 Non payment

Member Bodies whose dues are in arrears do not have voting rights and are not counted for the purposes of a quorum at Council meetings under Sub-Clause 12.2.

7. DISPUTE RESOLUTION

7.1 Terms used

In this Clause —

grievance procedure means the procedures set out in this Clause;

party to a dispute includes a person – (a) who is a party to the dispute; and
(b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

7.2 Application of Clause

The procedure set out in this Clause (the grievance procedure) applies to disputes —
(a) between members; or
(b) between one or more members and the Association.
7.3 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

7.4 How grievance procedure is started

7.4.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 7.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

(a) the parties to the dispute; and

(b) the matters that are the subject of the dispute.

7.4.2 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

7.4.3 The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

7.4.4 The notice given to each party to the dispute must state — (a) when and where the committee meeting is to be held; and

(b) that the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

7.4.5 If —

(a) the dispute is between one or more members and the Association; and

(b) any party to the dispute gives written notice to the secretary stating that the party

(i) does not agree to the dispute being determined by the committee; and

(ii) requests the appointment of a mediator under Clause 8, the committee must not determine the dispute.

7.5 Determination of dispute by committee

7.5.1 At the committee meeting at which a dispute is to be considered and determined, the committee must —

(a) give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

(b) give due consideration to any submissions so made; and (c) determine the dispute.
7.5.2 The committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

7.5.3 A party to the dispute may, within 14 days after receiving notice of the committee’s determination under Clause 7.4.1, give written notice to the secretary requesting the appointment of a mediator under Clause 8.

7.5.4 If notice is given under Sub-Clause 7.5.3, each party to the dispute is a party to the mediation.

8. **MEDIATION**

8.1 **Application of Clause 8**

8.1.1 This Clause applies if written notice has been given to the secretary requesting the appointment of a mediator —

(a) by a member under Clause 7.4.5; or

(b) by a party to a dispute under Clause 7.5.3.

8.1.2 If this Clause applies, a mediator must be chosen or appointed under Sub-Clause 8.2.

8.2 **Appointment of mediator**

8.2.1 The mediator must be a person chosen —

(a) if the appointment of a mediator was requested by a member under Sub-Clause 8.1(a) — by agreement between the Member and the committee; or

(b) if the appointment of a mediator was requested by a party to a dispute under Subclause 8.1(b) — by agreement between the parties to the dispute.

8.2.2 If there is no agreement for the purposes of Sub-Clause 8.1(a) or Sub-Clause 8.1(b) then, subject to Sub-Clauses (3) and (4), the committee must appoint the mediator.

8.2.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by — (a) a member under Sub-Clause 8.1(a) or

(b) a party to a dispute under rule 8.1(b); or

(c) a party to a dispute under Clause 7.5.3 and the dispute is between one or more members and the Association.

8.2.3 The person appointed as mediator by the committee may be a member or former member of the Association but must not —

(c) have a personal interest in the matter that is the subject of the mediation; or (d) be biased in favour of or against any party to the mediation.
8.3 Mediation process

8.3.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

8.3.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

8.3.3 In conducting the mediation, the mediator must —
   (a) give each party to the mediation every opportunity to be heard; and
   (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
   (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

8.3.4 The mediator cannot determine the matter that is the subject of the mediation.

8.3.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

8.3.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

8.4 State Administrative Tribunal

Under Section 182(1) of the Act an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in Clauses 8.

8.5 Suspension or Expulsion of a Member

If mediation results in a decision to suspend or expel being revoked
If —
   (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Clause 7.5.3 and
   (b) as the result of the mediation, the decision to suspend the member’s membership or expel the member is revoked,
that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.
9. EXECUTIVE COMMITTEE

9.1 Powers of Executive Committee

The business of the Council is to be managed by or under the direction of the Executive Committee. The Executive Committee is the management committee for the purposes of the Associations Incorporation Act 2015 (WA) (as amended or replaced from time to time). The members of the Executive Committee may exercise all the powers of the Council except any powers that the Associations Incorporation Act 2015 (WA) or this Constitution requires the Council to exercise in general meeting.

9.2 Quorum of Executive Committee

A quorum at a meeting of the Executive Committee shall be five elected members of the Executive Committee.

9.3 Members of Executive Committee

The Executive Committee shall consist of the office bearers of President, Vice-President, Honorary Secretary, Honorary Treasurer and up to six Executive Committee Members (together “Executive Committee Members”).

9.4 Director a Member of the Executive Committee

The Director of the Council shall be an ex-officio Executive Committee Member.

9.5 Decision Making and Voting

Decisions of the Executive Committee should be made by consensus where possible. Where consensus is not possible, each Executive Committee Member shall be entitled to one vote only. The Chairperson of the meeting shall have a casting vote.

9.6 Requirement for Members to Declare any Conflict of Interest

Any Executive Committee Member who has a direct or indirect pecuniary interest in a matter before the Committee must declare the interest, may not take part in discussions on the matter, and cannot vote on the matter. Any other conflict of interest must be declared, and the Executive Committee shall then determine how the conflict is to be dealt with.

9.7 Payments to Members of the Executive Committee

A member of the Exec Committee may receive a direct payment from the Council for work undertaken for the Executive Committee or the Council only if permission for that payment is sought from and is approved by the Council through a resolution at a general meeting.
9.8 Persons prohibited from being members of the Executive Committee

9.8.1 A person will be prohibited from being a member of the Executive Committee if he/she:

(a) is an undischarged bankrupt or if his/her affairs are under insolvency laws;

(b) has been convicted of an offence in connection with the promotion, formation or management of a body corporate;

(c) has been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or

(d) has been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Associations Incorporation Act 2015 (WA).

9.8.2 Where a person is prohibited because he/she has been convicted of an offence, he/she cannot be a committee member for a period of five years from his/her conviction, except where the conviction resulted in imprisonment, in which case he/she cannot be a committee member for five years from his/her release from custody.

9.9 Use of Technology to be present at Executive Committee Meetings

9.9.1 The presence of an Executive Committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

9.9.2 An Executive Committee member who participates in a committee meeting as allowed under sub-clause 9.9.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

10. DUTIES OF EXECUTIVE COMMITTEE MEMBERS

10.1 President

The President shall:

10.1.1 Chair all meetings of the Council and the Executive Committee and shall be an ex officio member of all sub-committees.

10.1.2 Make public statements on behalf of the Council,

10.1.3 Prepare and submit an Annual Report at the Annual General Meeting.

10.1.4 Sign all outgoing correspondence.

10.2 Vice-President

The Vice-President shall assume the duties of President in her/his absence.
10.3 Honorary Secretary

The Honorary Secretary shall:

10.3.1 Keep a register of Member Bodies’, Corresponding Bodies’ and Supporters’ names, postal and email addresses, delegates, proxies and financial status, and make the register available to be inspected and copied by any Executive Officer of any Member Body or Corresponding Body.

10.3.2 Make the Constitution available to be inspected and copied by any Executive Committee Member, any Member Body or Corresponding Body.

10.3.3 Make a register of Executive Committee Members’ names and postal addresses available to be inspected and copied by any Executive Officer of any Member Body or Corresponding Body.

10.3.4 Ensure that proper minutes are taken of Council and Executive Committee meetings and a record kept thereof. Upon reasonable notice, the Council's Minutes, Annual Reports and Financial Statements shall be made available to be inspected by Executive Officers of any Member Body or Corresponding Body.

10.3.5 Where possible ensure that copies of minutes, agendas and all other material required by the Council or the Executive Committee are provided for all delegates and Executive Committee Members seven (7) days prior to the meeting for which they are prepared.

10.3.6 Have custody of the Common Seal of the Council.

10.3.7 Keep a register of Council policies and make it available to be inspected and copied by any person.

10.3.8 Keep a register of any delegations made in accordance with Clause 10.6.

10.3.9 Keep any other documents or records, other than those in Clause 10.4, which are required by law.

10.3.10 Ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.

10.4 Honorary Treasurer

The Honorary Treasurer shall:

10.4.1 Cause to be kept such accounting records as correctly record and explain the Council’s financial transactions and financial position enable true and fair accounts to be prepared from time to time, and enable accounts to be conveniently and properly audited.
10.4.2 Present a statement of income and expenditure at each meeting of the Council.

10.4.3 Present an audited statement and balance sheet for the previous year at the Annual General Meeting of the Council.

10.4.4 Ensure the safe custody of the Association’s financial records, financial statements and financial reports, as applicable to the Association.

10.5 Executive Committee Members

10.5.1 Duties of Members of Executive Committee

The Executive Committee Members, apart from taking part in the normal business of the Executive Committee, shall carry out such duties as the Executive Committee shall from time to time determine.

10.6 Delegations

10.6.1 Executive Committee Members may, with the approval of the Executive Committee, delegate any general or specific duty or power which they have to another Executive Committee Member or an employee of the Council and a record shall be kept of such delegation.

10.6.2 In urgent circumstances, the President may delegate any general or specific duty of any Executive Committee Member to another Executive Committee Member, or an employee of the Council and a record shall be kept of such delegation.

11. ELECTION OF EXECUTIVE COMMITTEE

11.1 Election of Members of Executive Committee

11.1.1 Executive Committee Members of the Council shall be elected at the Annual General Meeting (AGM) by secret ballot.

11.1.2 Members of the Executive Committee are elected / re-elected at each AGM for a one year term.

11.1.3 No person may serve in a particular office on the Executive Committee for more than six consecutive years.

11.1.4 Nominations in writing for election to the Executive Committee shall be signed by the proposer, seconder and nominee and delivered to the Honorary Secretary at least three weeks before the Annual General Meeting.
11.1.5 Nominees may withdraw their nomination up to 24 hours before the scheduled commencement time of the Annual General Meeting.

11.1.6 A list of candidates for election to the Executive Committee shall be forwarded to the Member Bodies along with other material relating to the meeting.

11.1.7 All single-member positions shall be filled by preferential voting.

11.1.8 All multi-member positions shall be filled by preferential voting.

11.1.9 Subject to Clause 11.1.10, only members of a Member Body or Corresponding Body are eligible to nominate for, and propose and second a person for, a position on the Executive Committee.

11.1.10 The Executive Committee may, with the approval of the Council at a General Meeting, co-opt an additional one or two people with special skills to be office bearers or members of the Executive Committee. Co-opted people should normally be a member of a Member Body or Corresponding Body, and do not need to be elected.

11.1.11 The Executive Committee may, with the approval of the Council at a General Meeting and without the need for a nomination or election process, appoint a member of any Member Body or Corresponding Body to fill a vacancy in the Executive Committee.

11.1.12 If any Executive Committee Member fails to attend three successive meetings of the Council or the Executive Committee without leave of absence of the Executive Committee, the position shall be treated as vacant and be refilled in accordance with Sub-Clause 11.10

12. COUNCIL MEETINGS

12.1 Meetings

12.1.1 Council meetings may be held monthly and at least four meetings shall be held in every calendar year.

12.1.2 An Annual General Meeting shall be held once in each financial year and at a time, date and place to be specified by the Executive Committee provided only that it shall be held within six months of the end of each financial year.

12.1.3 A Special Meeting of the Council shall be convened at the direction of the Executive Committee or at the request in writing to the Secretary of ten percent or more of financial Member Bodies. A meeting called under this Clause shall be convened within 28 days of the Secretary receiving the notification.
12.1.4 Notification of all meetings of Council must be provided by the Secretary to Member Bodies and Corresponding Bodies a minimum of 21 days before the date of the meeting. The notice shall specify the business for which the meeting has been called and call for any motions in accordance with Clause 12.7.1. Special Meetings called for the purpose of amending the Constitution shall be subject to the provisions of Clause 17.

12.1.5 Motions must be received by the Secretary at least 14 days before the meeting. The Secretary will provide to Member Bodies and Corresponding Bodies the motions and supporting documentation provided in accordance with Clause 12.7.1 at least seven days before the meeting.

12.1.6 For the purposes of Clauses 12.1.4 and 12.1.5 notification may be undertaken by the Secretary by electronic means.

12.1.7 Executive Committee Meetings shall be held as often as the President deems necessary, but shall in any event be held at least eight times a year.

12.1.8 Any two members of the Executive Committee may request the Secretary in writing to call a meeting of the Executive Committee. Meetings called at the request of two or more Executive Committee members will be held within 10 days of the date of the Secretary receiving the request.

12.1.9 The Secretary will give at least seven days’ notice to all Executive Committee Members of the date, time, location and agenda of all meetings.

12.1.10 Provided facilities are available, Supporters and members of Member Bodies and Corresponding Bodies, in addition to their delegates and proxies, may attend meetings of the Council as observers, provided that the Council may resolve to hold part or all of a given meeting in camera, in which case observers shall then leave the meeting room. Any other person may also attend Council meetings, unless for reasons which seem to it good and sufficient, the Council bars some person(s) from attending by way of a procedural motion passed at a Council meeting.

12.2 Quorum

12.2.1 A meeting of Council may be held at two or more venues using any technology that gives the Member Bodies and Corresponding Bodies a reasonable opportunity to participate.

12.2.2 A quorum at a meeting of the Council shall be the representatives from not less than one-fifth of the financial Member Bodies. For the purposes of this clause, a representative includes the delegate or proxy appointed under Clause 5.7 who is either physically present or participating using a technology under Clause 12.2.1, subject to the requirement that no person may be the representative of more than two Member Bodies.
12.3 Business of Council Meetings

12.3.1 To receive and, if in order, to adopt the Minutes of the previous meeting and to deliberate on matters arising therefrom.

12.3.2 To consider recommendations from the Executive Committee and, when appropriate, to endorse action taken by it.

12.3.3 To receive and, if in order, to adopt the financial statement and to deliberate on any matters arising therefrom.

12.3.4 To discuss and vote on any motion advised to member Bodies and Corresponding Bodies in accordance with Clause 12.7.

12.3.5 To recommend to the Executive Committee the formation of committees and working groups in accordance with motions and to receive and consider reports and recommendations from them as submitted through the Executive Committee.

12.3.6 To appoint representatives to other organisations in accordance with motions and to consider reports and recommendations from such representatives.

12.3.7 At Annual General Meetings to receive and consider the Annual Report including an audited statement and balance sheet which shall be submitted by the outgoing Executive Committee.

12.3.8 To receive, discuss, and adopt Council policies and strategies as recommended by the Executive Committee in accordance with Clause 12.1.2.

12.4 Chairperson

12.4.1 The President shall chair Council meetings. In her/his absence the Vice-President, if present, shall chair the meeting. In the event of the absence of the President, and VicePresident the Member Bodies represented shall elect a chairperson from among their number.

12.5 Voting

12.5.1 Decisions of the Council should be made by consensus where possible. Where consensus is not possible, each Member Body shall be entitled to one vote only. The Chairperson shall not have a casting vote.

12.6 Speakers' time

12.6.1 The Chairperson shall in general determine the time given to a speaker who is delivering a report, speaking on any matter affecting the Council, or moving, seconding or speaking on a motion before the Chair.
12.7 Motions at Council Meetings

12.7.1 All motions must have:
   (i) a mover, who must be the delegate or proxy of a Member Body; and
   (ii) a seconder, who must be the delegate or proxy of another Member Body; and
   (iii) a draft resolution, and
   (iv) a paper setting out the rationale for the motion

12.7.2 Motions must be submitted prior to the meeting in accordance with Clauses 12.1.4 to 12.1.6. No motion, except procedural motions, will be accepted at the meeting, except in very special circumstances as determined by the Chairperson.

12.7.3 After the mover not more than three delegates including the seconder shall speak for the motion and three against it unless the Chairperson rules otherwise.

12.7.4 At the conclusion of the last speaker's address, the mover may exercise a right of reply.

12.7.5 The Chairperson may rule a motion out of order whereat the mover shall resume her/his seat.

12.8 Assent

12.8.1 Decisions shall be deemed to be agreed at meeting of the Council according the following:

   a) A motion, resolution or decision that is an ordinary resolution shall require greater than 50 per cent of votes cast at the meeting to be deemed to be agreed; or

   b) A procedural motion shall require greater than 66 per cent of votes cast at the meeting to be deemed to be agreed; or

   c) A motion, resolution or decision required by the Associations Incorporation Act 1987 (WA) (as amended or replaced from time to time) or this Constitution to be a special resolution shall require 75 per cent of the votes cast at the meeting, except for changes to this Constitution which are covered under Clause 17.

12.9 Dissent

12.9.1 Any delegate may move a motion of dissent from a ruling by the Chairperson. On such a motion the Chairperson shall immediately cause normal business to cease and shall appoint an acting Chairperson and vacate the chair. The acting Chairperson shall call on first the mover of the motion of dissent and then the Chairperson to speak to the matter and then shall put it to the vote. The motion of dissent shall be deemed to have been passed by the assent of two-thirds of the Member Bodies represented, after which the Chairperson shall resume the chair and shall reframe the ruling in order to conform with the feeling of the meeting or withdraw it altogether. With the support of less than
two-thirds of the Member Bodies represented the motion of dissent shall be lost and the Chairperson shall resume the chair and the ruling shall stand.

12.10 Conflict of interest

12.10.1 Any Member Body, or person representing a Member Body, who has a direct or indirect pecuniary interest in a matter before the Council must declare the interest, may not take part in discussions on the matter, and cannot vote on the matter. Any other conflict of interest must be declared, and the Council shall then determine how the conflict is to be dealt with.

12.11 Independence of Member Bodies

Notwithstanding anything in the foregoing:

12.11.1 A Member Body has the right to dissent from or abstain from voting on any motion at a Council meeting. Where a Member Body wishes to record its dissent or abstention, it shall have the right to do so.

12.11.2 No resolution of the Council is binding on any Member Body, and the President shall, in speaking on behalf of the Council, state the dissent of any Member Body whose dissent or abstention has been recorded as required by Sub-Clause 12.91.

12.11.3 There shall be no limitation of freedom of Member Bodies or Corresponding Bodies to take any action on any matter that they choose, regardless of the action taken by the Council on that matter. However, a Member Body or Corresponding Body shall not use the Council’s name or involve the Council in any way.

12.11.4 Delegates and proxies at Council meetings shall not formally discuss or vote on any matter relating to the internal affairs of any Member Body or Corresponding Body.

13. POWERS OF THE COUNCIL

13.1 Auditor

The Council at the Annual General Meeting shall appoint an auditor for the next financial year. Such auditor shall not be a delegate to the Council, but shall be a member in good standing of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants. The auditor shall report on the financial statements.

13.2 Commencement of Financial Year

The financial year of the Council commences on 1 July of each year.
13.3 Deposit Account

One or more bank accounts shall be opened with the approval of the Executive Committee and all withdrawals shall be signed by two from among the President, Vice-President, Honorary Secretary, Honorary Treasurer and Director. The Director may not sign any withdrawal for more than $1,000.

13.4 Committees

The Council may set up committees or working groups subject to the process set out in 12.3.5

13.5 Referral

The Council may refer matters to Member Bodies and Corresponding Bodies for comment.

13.6 Honoraria

The Council may decide on payment of honoraria as it considers appropriate.

13.7 Patrons

The Council may appoint one or more persons to the position of patron. Such appointments shall be made at the Annual General Meeting and shall be made in recognition of outstanding service to the Council or to the conservation of the natural environment, environmental protection and/or sustainability.

14. BUSINESS

14.1 Business

14.1.1 The Executive Committee shall be responsible for the business of the Council, including:
   a) Developing and reviewing Council policies;
   b) Developing strategic plans for the Council;
   c) Carrying out the business of the Council in accordance with the objects of this Constitution;
   d) Developing and making recommendations to the Council; and
   e) Overseeing the financial transactions and financial position of the Council.

14.1.2 The Executive Committee will submit to a meeting of the Council for approval:
   a) The strategic plan
   b) Any conservation, environmental and/or sustainability policy which is to be the official policy of the Council
   c) Any significant management or governance policy
14.2 Staff

14.2.1 The Executive Committee may employ a Director to assist it to manage the business of the Council. The Director will be responsible to the Executive Committee of the Council.

14.2.2 The Executive Committee may employ such other staff of the Council as are desirable to conduct the business of the Council. Staff will be responsible to the Director of the Council.

15. SEAL

15.1 Use of Common Seal

15.1.1 The Council shall have a common seal on which its corporate name shall appear in legible characters.

15.1.2 The common seal of the Council shall not be used without the authority of the Executive Committee and every use of that common seal shall be recorded in the minutes.

15.1.3 The affixing of the common seal of the Council shall be witnessed by any two of the office bearers of the Executive Committee

15.1.4 The common seal of the Council shall be kept in the custody of the Secretary.

16. INDEMNITY

No Executive Committee Member or member of a committee or other group working for the Council shall be liable for the acts or defaults of any other person working for the Council or for any error of judgement on her/his part or for any loss or damage resulting from the performance of her/his duties. No person shall be entitled to be indemnified out of the funds of the Council for any liability incurred by her/him without specific authorization by the Council.

17. AMENDMENTS TO CONSTITUTION

17.1 Requirements for Amendments to the Constitution

17.1.1 Amendments to this Constitution may be made by the agreement of delegates representing at least three-quarters of all currently financial Member Bodies.
17.1.2 Amendments may be made at an Annual General Meeting or at a Special Meeting, called for the purpose. In either case, notice of the proposed amendments shall be given in writing to each Member Body at least 21 days prior to the Annual General Meeting or Special Meeting at which the proposal is to be considered.

17.1.3 Provision shall be made for a postal ballot to be taken on amendments to the Constitution but not on any other business. Member Bodies not represented by a delegate proxy at the relevant Annual General Meeting or Special Meeting may each submit one postal vote. Postal votes must be in the hands of the Secretary on the day of the meeting to be considered valid.

17.1.4 Notwithstanding the foregoing, provided the three-quarters majority is received, failure of a Member Body to receive due notice of an amendment to the Constitution shall not invalidate the amendment.

18. DISSOLUTION OF THE COUNCIL

18.1 Process for Dissolution of Council

18.1.1 At a Special Meeting called for the purpose and by resolution of three-quarters majority of all financial Member Bodies, the Council shall be resolved to be dissolved. The meeting shall appoint a Trustee to conduct the dissolution. Thereafter the Council shall be deemed to exist for the purpose of winding up the business and distributing the assets, if any, as hereinafter provided.

18.2 Application of Property and Funds upon Dissolution

18.2.1 Upon the dissolution of the Council the real and personal property to which the Council is beneficially entitled shall be held by the Trustee and shall be applied firstly, to the payment of all just debts and liabilities of the Council due and owing to persons other than Member Bodies, secondly, to the paying of all just claims of Member Bodies and persons claiming any relief or benefit from the Council.

18.2.2 In the case of dissolution of the Council or winding-up of the Conservation Trust of Western Australia, after provision for the just cost of dissolution or winding-up, any surplus assets shall be transferred to such other non-profit making body/ies, not being a Member Body or Corresponding Body, that are incorporated under the Associations Incorporation Act 2015 (WA) or otherwise formed for charitable purposes, and have objects similar to or partly similar to those of the Council and are on the Register of Environmental Organisations.
19. CONSERVATION TRUST OF WESTERN AUSTRALIA

19.1 Purpose

19.1.1 The purposes of the Conservation Trust of Western Australia are to support the environmental and sustainability objects of the Council.

19.2 Use and Management of the Fund

19.2.1 The Fund shall be used only to support the Council’s environmental objects.

19.2.2 Members of the general public shall be invited to make gifts of money or property to the Fund for the environmental and sustainability objects of the Council.

19.2.3 All money from interest on donations, income derived from donated property, and money from the realisation of such property shall be deposited into the Fund.

19.2.4 The Fund shall not receive any other money or property, including corporate sponsorship money, and gifts to it shall be kept separate from any other funds of the Council.

19.2.5 A separate bank account shall be opened to deposit money donated to the Fund, including interest accruing thereon.

19.2.6 Receipts shall be issued in the name of the Fund and proper accounting records and procedures shall be kept and used for the Fund.

19.2.7 The Fund shall be operated on a non-profit basis. None of the money or property accumulated by the Fund shall be distributed to Member or Corresponding Bodies of the Council or to the Trustees apart from payment in good faith of remuneration to any officer of the Council for services actually rendered or value given to the Council.

19.2.8 In the event of the winding up of the Fund, if there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Member or Corresponding Bodies of the Council or to the Trustees apart from payment in good faith of remuneration, but shall be given or transferred to another association incorporated under the Associations Incorporation Act (2015) or a company limited by guarantee under the Corporations Act (Cwlth) (2001) that has similar objects and that has a Fund that is on the Register of Environmental Organisations and to which tax deductible gifts can be made as approved by the Commissioner of Taxation. This association and Fund shall be determined by resolution of the Member Bodies.

19.2.9 The Fund will be administered by a Committee of Trustees, which shall:

(a) be appointed by the Council upon the recommendation of the Executive Committee of the Council

(b) have no fewer than three persons as members
(c) have as members a majority of persons who, because of their tenure of some public office or their position in the community, have been assessed by the Department responsible for the Register of Environmental Organisations as a responsible person having a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the objects of the Council; and

(d) consider requests from the Executive Committee or General Meetings of the Council for use of the Trust Fund. If it is satisfied that the proposed uses are consistent with the objects of the Fund it may resolve to authorise payment of the appropriate funds. Any payments issued by the Trustees from the Trust Fund must be authorised by at least two Trustees and must comply with a resolution from the Committee of Trustees.

(e) ensure that the allocation by the Council of any funds or property to other organisations, persons or groups shall be made in accordance with the objects of the Council and shall not be influenced by the expressed preference or interests of a particular donor to the Council.

19.2.10 The Council will inform the Department responsible for the environment as soon as possible if:

(a) it changes its name or the name of its public fund; or

(b) there is any change to the membership of the Committee of Trustees of the Fund; or

(c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

19.2.11 Statistical data about gifts to the Fund during the financial year shall be provided to the Department responsible for the Register of Environmental Organisations within four months after the end of the financial year and in the form required by the Department.

19.2.12 An audited financial statement for the Council and the Conservation Trust of Western Australia will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

19.2.13 The Council will comply with any rules that the Treasurer and Minister with responsibility for the environment may make to ensure that gifts made to the Conservation Trust of Western Australia are only used to further its objects.