

CONSTITUTION OF THE BLUE MOUNTAINS CONSERVATION SOCIETY INC.

Adopted 26 March 2020

1. NAME

The name of the Society shall be the Blue Mountains Conservation Society Inc (hereafter referred to as the "Society").

2. OBJECTS

The objects of the Society are as follows:

To help protect, conserve, and advocate for, the natural environment of the Greater Blue Mountains. This may include: -

- (a) To foster an understanding of the ideals of nature conservation among the members of the Society and the public generally;
- (b) To undertake nature conservation activities;
- (c) To provide information to members of the Society and the public in relation to the conservation of the natural environment, by conducting meetings, and other activities as may be determined by the Society;
- (d) To liaise and work with other environment and nature conservation based community organisations especially those locally based.

3. MEMBERSHIP

- (a) Membership shall be open to all persons and to Incorporated Organisations.
- (b) Application for membership shall be made in writing or electronically, and shall be in such form and contain such requirements as the Management Committee from time to time prescribe.
- (c) Members may be Provisional Members or Ordinary Members.
- (d) Upon completion of an application for membership and payment of the appropriate fee, an applicant becomes a Provisional Member.
- (e) As soon as practicable after the receipt of an application for Ordinary Membership, it shall be considered by the Management Committee which shall thereupon determine the admission or rejection of the applicant. In the case of rejection, the applicant will cease to be a Provisional Member and the membership fee will be refunded. In no case shall the Management Committee be required to give any reason for the rejection of an applicant.
- (f) Provisional Membership may be granted for a specified time period. In such cases there is no requirement for consideration by the Management Committee and membership ceases on expiration of the specified time period.

- (g) There may be Life Members. The criteria for Life Membership are to be found in Rule 29. All Life Members are Ordinary Members.
- (h) A Register of Members shall be kept, in electronic or traditional form. The register shall include, at least, each Ordinary Member's name, address and the date of commencement of membership.
- (i) The details in the Register of Members shall remain confidential to members of the Management Committee, except as provided in clause 4(c).
- (j) Members (but not Life Members) shall pay a membership fee. The fee shall be determined at a Special General Meeting or an Annual General Meeting and shall remain in force until varied by a subsequent Special General Meeting or Annual General Meeting. Different fees may apply to various categories of member.
- (k) A member shall cease to be a member upon resignation, death, expulsion or failure to pay their fees within two months of the due date.

4. MANAGEMENT

- (a) The management of the Society shall be vested in a Management Committee consisting of at least nine Ordinary Members.
- (b) No member of the Management Committee shall be appointed to any salaried office of the Society or any office of the Society paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Management Committee, except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to the Society, and reasonable and proper rent for premises let to the Society.
- (c) The names, telephone numbers and email addresses of Members of the Management Committee may be published in the Society's newsletter and website.

5. OFFICE BEARERS

- (a) The office-bearers shall consist of a President, two Vice-Presidents, Meetings Secretary, Treasurer and such other positions as shall be decided by the Ordinary Members of the Society at a Special General Meeting or Annual General Meeting. These office bearers shall constitute the Management Committee.
- (b) The Members of the Management Committee will be elected at each Annual General Meeting and remain in office until the following Annual General Meeting. Written nominations for the Management Committee, supported by two Ordinary Members, and confirmed in writing by the nominated Member, will be received by the Meetings Secretary up to 24 hours prior to each Annual General Meeting, and circulated to members at the Annual General Meeting. Nominations will also be received during the Annual General Meeting.
- (c) Any casual vacancy occurring among the office-bearers may be filled by the Management Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member replaced.
- (d) No President of the Society shall hold office for more than three consecutive terms.

6. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- (a) The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time and the Meetings Secretary on the requisition of any two members of the Management Committee summon a meeting of the Management Committee.
- (b) Questions arising at any meeting of the Management Committee shall be decided by a majority of votes of those present and a determination of a majority of the members of the Management Committee present shall for all purposes be a determination of the Management Committee. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- (c) The continuing members of the Management Committee may act notwithstanding any vacancy in the Management Committee, but if and so long as their number is fixed by or pursuant to these rules as the necessary quorum, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the Society, but for no other purpose.

7. VACATION OF OFFICE

The office of a member of the Management Committee shall become vacant:

- (a) Upon the Member's decease;
- (b) If the member becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) If the member becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) If the member resigns his / her office by notice in writing to the Society;
- (e) If the member is absent for more than six months without leave of the Management Committee from meetings of the Management Committee held during that period;
- (f) If the member ceases to be a Ordinary Member of the Society;
- (g) If the member holds any office of profit under the Society;
- (h) If the member is directly or indirectly interested in any contract or proposed contract with the Society.

8. FINANCIAL YEAR

The financial year shall conclude on the last day in February in each year.

9. ANNUAL GENERAL MEETING

The annual General Meeting of members shall be held during the month of March in each year, when the Annual Report and audited financial statements shall be presented.

10. SPECIAL GENERAL MEETINGS

Any two members of the Management Committee may at any time convene a Special General Meeting of the Society. Special General Meetings shall also be convened by the Meetings Secretary upon the written request of not less than ten Ordinary Members of the Society and shall be held within a period of one month from the date of receipt of the request.

11. QUORUM

At meetings of members a quorum shall consist of twelve Ordinary Members and at a Management Committee meeting shall consist of five members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such meeting to be determined thereafter. If at such adjourned meeting a quorum be not present then those Ordinary Members attending shall be deemed to be a quorum, provided the number of such Ordinary Members is not less than three.

12. PROCEEDING AT GENERAL MEETINGS

General meetings shall be held as determined by the Management Committee from year to year.

- (a) The President shall preside as Chairperson at every general meeting of the Society, but if he/she is not present, or is unwilling to act, at the time for commencement of the meeting, then one of the Vice-Presidents shall be the Chairperson for the meeting. If the President and Vice-Presidents are not available, then the Ordinary Members present shall elect one of their number to be Chairperson of the meeting, a simple majority sufficing. Once a Chairperson has been appointed, he/she may choose to appoint a Master of Ceremonies for the duration of the General Meeting. The Master of Ceremonies must be an Ordinary Member of the Society. The Master of Ceremonies may be appointed to conduct the entire meeting, or a part of the meeting, at the discretion of the Chairperson.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (c) At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or by at least three Ordinary Members present. Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall each be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- (d) If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
- (e) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.
- (f) Each Ordinary Member (over 16 years of age) present and voting at a General Meeting of the Society shall have one vote. In addition, the member can vote on behalf of absent Ordinary Members (over 16 years of age), as set out in Rule 22.
- (g) Incorporated Organisations shall have no voting rights at General Meetings of the Society.

13. NOTICE OF MEETINGS

- (a) A Notice of Meeting for General Meetings, Annual General Meetings and Special General Meetings shall be given by notice in the Society's newsletter, stating date, place, time and the general nature of the business.
- (b) In addition, where the meeting is an Annual General Meeting or a Special General Meeting, a Notice of Meeting shall be given by notice in the Local Press and the Meetings Secretary shall, at least twenty-one days (and no more than forty-five days) before the date fixed for the holding of the meeting, cause notice to be sent to each Ordinary Member, (as described in Rule 21), specifying, the business that is to be discussed at the meeting, together with any Special Resolutions that are to be voted upon.
- (c) No business other than that specified in the Notice of Meeting shall be transacted at a Special General Meeting.
- (d) An Ordinary Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Meetings Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

14. FUNDS

14.1 THE PUBLIC GIFT FUND

- (a) The Society shall have a Public Gift Fund to receive and disburse gifts that have been made by the public (individuals and organisations) to support the Society's environmental activities. The Public Gift Fund must comply with section 78AB of the Income Tax Assessment Act 1936. The Society agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Public Gift Fund are only used for its principal purpose. A separate bank account shall exist solely for use by the Public Gift Fund.
- (b) All gifts, interest on gifts, income derived from donated property, and money obtained from the sale of donated property are to be deposited in the Public Gift Fund. Interest derived from deposits in the Public Gift Fund are to be deposited in the Public Gift Fund. No other moneys (including Corporate Sponsorship moneys) are to be

deposited in the Public Gift Fund.

- (c) The Public Gift Fund shall be administered by a committee (the Gift Committee) comprising three persons (who need not be members of the Society) appointed by the Management Committee. No member of the Gift Committee may receive any payment for any services provided in connection with the administration of the Public Gift Fund. Changes to the Gift Committee are to be made at a frequency determined by the Management Committee. A majority of the members of the Gift Committee are to meet criteria laid down by the Department of the Environment, Sport and Territories (or its successor Department).
- (d) The membership of the Gift Committee is to be advised to the Department of the Environment, Sport and Territories (or its successor Department) upon initial appointment, and within 30 days of any changes taking place.
- (e) All disbursements from the Public Gift Fund shall be made in accordance with the Society's objectives, and shall not be influenced by the expressed preference or interest of a particular donor.
- (f) Statistical data about gifts to the Public Gift Fund are to be provided to the Department of the Environment, Sport and Territories (or its successor Department) within four months after the end of the Society's financial year, and in the format required by the Department.
- (g) All payments made by the Society from the Public Gift Fund are to be made by cheque signed by any two of the members of the Gift Committee or by electronic funds transfer (EFT) approved by any two of the members of the Gift Committee.
- (h) In the event that the Public Gift Fund is wound up, any remaining assets in the fund are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations maintained by the Australian Government.

14.2 THE GENERAL FUND

- (a) The Society shall have a General Fund for all activities not covered by Clause 14.1 above.
- (b) Payments required by Trading Entities owned by the Society may be made out of the proceeds of the Trading Entity provided that such arrangements have been approved in advance by the Management Committee.
- (c) Regular periodic payments may be made by direct debit arrangement. Any such arrangement must be approved in advance by the Management Committee and executed by officers authorised to sign cheques under paragraph (d) below. Such approvals must be reviewed annually.
- (d) All other payments made by the Society from its General Fund shall be made by cheque or by electronic funds transfer (EFT). All cheques shall be signed by and EFT payments approved by any two of the President, Treasurer and a third person (who shall be a member of the Management Committee) appointed by the Management Committee. This latter appointment shall expire at the first meeting of the Management Committee following each Annual General Meeting.

14.3 THE INVESTMENTS FUND

- (a) Funds not needed for the day-to-day operation of the Society are to be invested with Fund Managers approved by the Management Committee.
- (b) The detailed management of the Investments Fund is to be the responsibility of the Investments Committee.

14.4 FUNDS - OTHER MATTERS

- (a) Cheques which incorporate both Gifts and other payments to the Society are to be initially deposited to the General Fund. The Gift component is to be promptly transferred from the General Fund to the Public Gift Fund.
- (b) All moneys received by the Society shall be deposited intact at the earliest possible date to the appropriate bank account. Receipts for all moneys received shall be issued promptly. Receipts shall show the purpose for which the money was given. Receipts for moneys received into the Public Gift Fund shall include the details necessary to enable taxpayers to substantiate their subsequent claims for tax-deductibility for their gift.

15. AUTHORISATION OF ACCOUNTS FOR PAYMENT

All payments shall be presented to a Management Committee Meeting for approval in advance. For regular periodic payments, such approvals may be provided annually at the first meeting of the Management Committee after the Annual General Meeting. Full details of all such approvals shall be entered in the Minute Book.

16. AUDIT

The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months. An auditor shall not be a member of the Management Committee or the Gift Committee - or be closely related to a member of the Management Committee or the Gift Committee.

17. MINUTES

The Management Committee shall cause minutes to be made:

- (a) of all appointments to the Management Committee or the Gift Committee.
- (b) of the names of members of the Society present at all meetings of the Society, the Management Committee and the Gift Committee.
- (c) of all proceedings at all meetings of the Society, the Management Committee and the Gift Committee. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

18. DISCIPLINING AND EXPULSION OF MEMBERS

The provisions of the model rules published by the Office of Fair Trading (or any successor body responsible for oversight of incorporated associations in New South Wales) shall apply covering the following topics:

- (a) resolution of internal disputes,
- (b) disciplining of members,
- (c) right of appeal of disciplined members
- (d) removal of member

19. DISSOLUTION

- (a) The Society shall be dissolved upon the vote of a three-fourths majority of Ordinary Members present at a Special General Meeting convened to consider such question as a Special Resolution.
- (b) Upon a resolution being passed in accordance with clause (a) above, all assets and funds of the Society on hand shall, after the payment of all expenses and liabilities, be handed over to another Organisation, decided by the Ordinary Members by a Special Resolution at a Special General Meeting so convened or at a subsequent Special General Meeting, subject to compliance with Section 53(2A) - (2B) of the Associations Incorporation Act. The receiving Organisation must have similar objectives to the Society, and must be on the Register of Environmental Organisations maintained by the Australian Government.
- (c) The liability of members to contribute towards the payment of the debts of the Society shall be limited to \$20 for each member.

20. AMENDMENT OF RULES

- (a) These rules may be amended by a Special Resolution passed by a three-quarters majority of Ordinary Members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose.
- (b) The Minister of the Crown for the time being administering the Associations Incorporation Act shall be notified of the amendment.
- (c) Where the amendment refers to the administration of the Public Gift Fund, the Department of the Environment, Sport and Territories (or its successor Department) is to be advised within one month.

21. NOTICES TO MEMBERS

- (a) A notice may be given to any member either personally or by sending it by post or email to the member at the member's postal or email address registered with the Society.
- (b) Where a notice is sent by post or email, service of the notice shall be deemed to be affected two working days after the notice has been posted or emailed.

22. APPOINTMENT OF PROXIES

- (a) Each Ordinary Member shall be entitled to appoint another Ordinary Member as proxy by notice given to the Meetings Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in the Appendix to these rules.
- (c) No member other than the Chairperson of the meeting shall accept proxies from more than five other members.
- (d) The Chairperson of the meeting must follow any instructions included in the form of proxy as to how to vote on a specific item or items.

23. INVESTMENTS COMMITTEE

- (a) This three person committee will be appointed by the Management Committee.
- (b) Each member of the Investments Committee shall be appointed for three years. At the time the Investments Committee is first appointed, one member shall be appointed for one year, a second for two years and a third for three years.
- (c) The Management Committee may terminate any appointment to the Investments Committee at any time, without giving any reason. There shall be no appeal against any termination decision by the Management Committee.
- (d) Casual vacancies on the Investments Committee shall be filled by the Management Committee, with the newly appointed person serving the remainder of the term of the person who is being replaced.
- (e) Members of the Investments Committee will transact business on the Society's behalf with the approved Fund Managers. The three members of the Investments Committee shall be the authorised signatories for each of the Society's investments, with all transactions requiring two of the three members to sign.

24. FUNDS - SOURCE

The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Management Committee determines.

25. COMMON SEAL

- (a) The common seal of the Society shall be kept in the custody of the Public Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Management Committee or of one member of the Management Committee and of the Public Officer or Meetings Secretary.

26. CUSTODY OF BOOKS

The Management Committee shall prepare, and keep up to date, a schedule of the Society's records, their location, and the persons responsible for their custody.

27. INSPECTION OF BOOKS

The records, books and other documents of the Society shall be open to inspection, free of charge, by a Ordinary Member of the Society at any reasonable hour.

28. BENEVOLENT SOCIETY STATUS

The Society, including the Public Gift Fund, shall be operated on a not-for-profit basis. Its income and property, regardless of source, shall be applied solely towards the promotion of the objects of the Society. No portion thereof shall be paid or transferred directly or indirectly by way of profit to members of the Society or of the Gift Committee. Nothing herein shall prevent the payment in good faith of remuneration to any servant or officer of the Society.

29. LIFE MEMBERSHIP

Life Membership shall be conferred upon a Ordinary Member of the Society who has made a meritorious contribution to the work of the Society and to the Conservation cause. Nomination for Life Membership requires the written support of ten Ordinary Members of the Society, and the approval of three quarters of the Ordinary Members present at an Annual General Meeting or a Special General Meeting.

30. BUSHWALKING ACTIVITIES

- a) The Society's bushwalking activities shall take place under the umbrella of the Society's Bushwalking Group, known as the Blue Mountains Conservation Society Bushwalking Group.
- (b) Members who participate in the Society's Bushwalking Group may be required to pay an additional membership fee to cover the cost of Public Liability Insurance for the Society's bushwalking activities.
- (c) Rules for the conduct of the Blue Mountains Conservation Society Bushwalking Group shall be determined by the Society's Management Committee.

